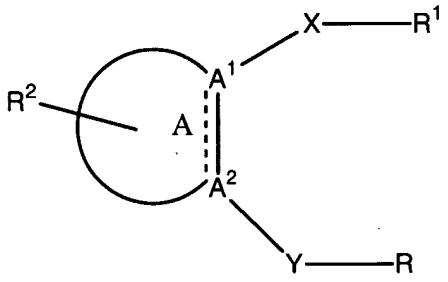
The listing of claims will replace all prior versions, and listings, of claims in the application:

Listing of Claims

Claim 1 (original): A compound of Formula I



I

wherein each of A^1 and A^2 is independently C, or N;

wherein ring A is selected from

a) 5- or 6-membered partially saturated heterocyclyl,

b) 5- or 6-membered heteroaryl,

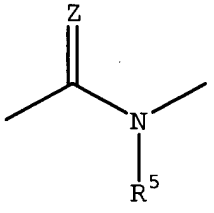
c) 9- or 10-membered fused partially saturated heterocyclyl,

d) 9-, 10- or 11-membered fused heteroaryl;

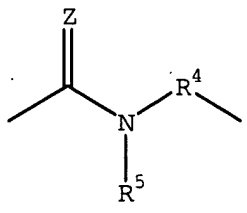
e) naphthyl, and

f) 4-, 5- or 6- membered cycloalkenyl;

wherein X is selected from



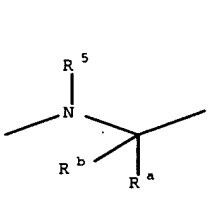
and



;

wherein Z is oxygen or sulfur;

wherein Y is selected from



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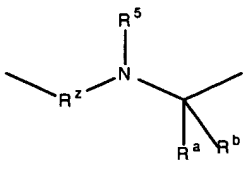

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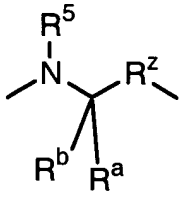

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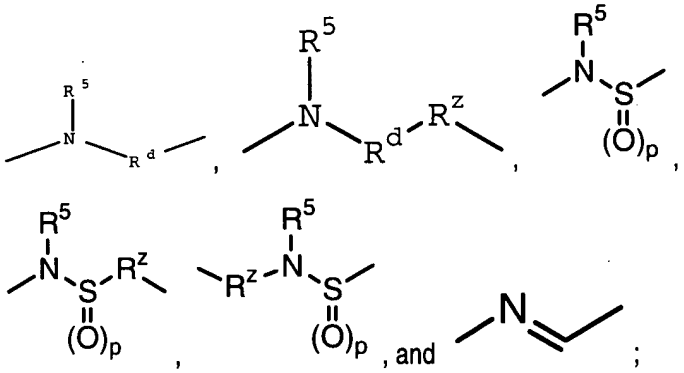


wherein p is 0 to 2,

wherein R^a and R^b are independently selected from H, halo, cyano, $-NHR^6$ and C_{1-4}-alkyl substituted with R^2, or

wherein R^a and R^b together form C_3-C_6 cycloalkyl;

wherein R^z is selected from C_1-C_4 alkylenyl, where one of the CH_2 groups may be substituted with an oxygen atom or an -NH-;

wherein R^d is cycloalkyl;

wherein R is selected from

a) substituted or unsubstituted 5-6 membered heterocyclyl, and

b) substituted or unsubstituted fused 9-, 10- or 11-membered heterocyclyl;

wherein substituted R is substituted with one or more substituents independently selected from halo, $-OR^3$, $-SR^3$, $-SO_2R^3$, $-CO_2R^3$, $-CONR^3R^3$, $-COR^3$, $-NR^3R^3$, $-SO_2NR^3R^3$, $-NR^3C(O)OR^3$, $-NR^3C(O)R^3$, cycloalkyl, optionally substituted 5-6 membered heterocyclyl, optionally substituted phenyl, lower alkyl substituted with R^2, cyano, nitro, lower alkenyl and lower alkynyl;

wherein R^1 is selected from

a) substituted or unsubstituted 6-10 membered aryl,

b) substituted or unsubstituted 5-6 membered heterocyclyl,

c) substituted or unsubstituted 9-11 membered fused heterocyclyl,

d) cycloalkyl, and

e) cycloalkenyl,

wherein substituted R^1 is substituted with one or more substituents independently selected from halo, $-OR^3$, $-SR^3$, $-CO_2R^3$, $-CONR^3R^3$, $-COR^3$, $-NR^3R^3$, $-NH(C_1$-C_4 alkylenyl$R^{14})$, $-SO_2R^3$, $-SO_2NR^3R^3$, $-NR^3C(O)OR^3$, $-NR^3C(O)R^3$, optionally substituted cycloalkyl, optionally substituted 5-6 membered heterocyclyl, optionally substituted phenyl, lower alkyl substituted with R^2, cyano, nitro, lower alkenyl and lower alkynyl;

wherein R^2 is one or more substituents independently selected from H, halo, $-OR^3$, oxo, $-SR^3$, $-CO_2R^3$, $-COR^3$, $-CONR^3R^3$, $-NR^3R^3$, $-SO_2NR^3R^3$, $-NR^3C(O)OR^3$, $-NR^3C(O)R^3$, cycloalkyl, optionally substituted phenylalkylenyl, optionally substituted 5-6 membered heterocyclyl, optionally substituted heteroarylalkylenyl, optionally

substituted phenyl, lower alkyl, cyano, lower hydroxyalkyl, lower carboxyalkyl, nitro, lower alkenyl, lower alkynyl, lower aminoalkyl, lower alkylaminoalkyl and lower haloalkyl;

wherein R^3 is independently selected from H, lower alkyl, phenyl, 5-6 membered heterocyclyl, C_3-C_6 cycloalkyl, and lower haloalkyl;

wherein R^4 is independently selected from C_2-C_4 alkylenyl, C_2-C_4 alkenylenyl and C_2-C_4 alkynylenyl, where one of the CH_2 groups may be substituted with an oxygen atom or an -NH-;

wherein R^5 is selected from H, lower alkyl, phenyl and lower aralkyl; and

wherein R^6 is selected from H or C_{1-6}-alkyl;

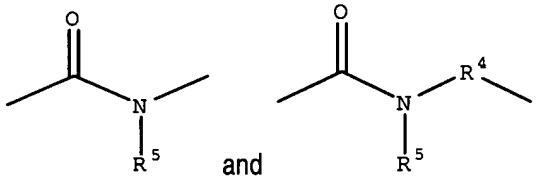
wherein R^{14} is selected from H, phenyl, 5-6 membered heterocyclyl and C_3-C_6 cycloalkyl;

and pharmaceutically acceptable salts thereof;

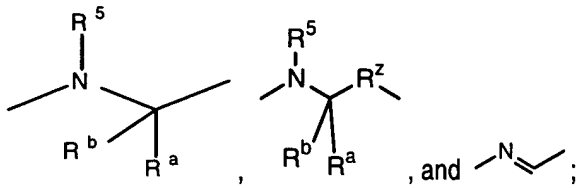
provided A is not naphthyl when X is -C(O)NH- and when R^1 is phenyl when Y is -$NHCH_2$- and when R is 4-pyridyl; further provided A is not pyridyl when X is -C(O)NH- and when Y is -$NHCH_2$- and when R is 4-pyridylpiperidin-4-yl, 1-tertbutylpiperidin-4-yl, 1-isopropylpiperidin-4-yl or 1-cycloalkylpiperidin-4-yl; further provided A is not pyridyl when X is -C(O)NH- and when R^1 is 4-[3-(3-pyridyl)-5-(trifluoromethyl)-1H-pyrazol-1-yl]phenyl when Y is -$NHCH_2$- and when R is 4-pyridyl; and further provided R is not unsubstituted 2-thienyl, 2-pyridyl or 3-pyridyl when Y is -$NHCH_2$-.

Claim 2 (original): Compound of Claim 1, and pharmaceutically acceptable salts thereof, wherein A is selected from 5- or 6- membered partially saturated heterocyclyl.

Claim 3 (original): Compound of Claim 2, and pharmaceutically acceptable salts thereof, wherein A is selected from dihydropyran, dihydrothienyl, dihydrofuryl, oxo-dihydrofuryl, pyrrolinyl, dihydrothiazolyl, dihydro-oxazolyl, dihydro-isothiazolyl, dihydro-isoxazolyl, imidazolinyl and pyrazolinyl; wherein X is selected from



; wherein Y is selected from



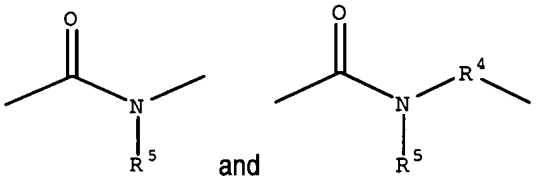
;

wherein R^a and R^b are independently selected from H, halo, cyano, and C_{1-2}-alkyl substituted with R^2, or wherein R^a and R^b together form C_3-C_4 cycloalkyl; wherein R^z is C_1-C_2 alkylenyl, where one of the CH_2 groups may be substituted with an oxygen atom or an -NH-; wherein R is selected from substituted or unsubstituted 5-6 membered heteroaryl

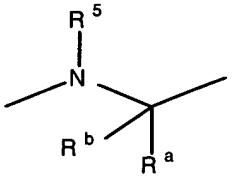
comprising one or more nitrogen atoms, and substituted or unsubstituted 9-10 membered fused heteroaryl comprising one or more nitrogen atoms; wherein substituted R is substituted with one or more substituents independently selected from halo, $-OR^3$, $-SR^3$, $-CO_2R^3$, $-CONR^3R^3$, $-COR^3$, $-NR^3R^3$, $-SO_2NR^3R^3$, $-NR^3C(O)OR^3$, $-NR^3C(O)R^3$, cycloalkyl, optionally substituted 5-6 membered heterocyclyl, optionally substituted phenyl, C_{1-2}-alkyl, cyano, C_{1-2}-hydroxyalkyl, nitro and C_{1-2}-haloalkyl; wherein R^1 is selected from substituted or unsubstituted aryl selected from phenyl, naphthyl, indenyl and tetrahydronaphthyl, substituted or unsubstituted 5-6 membered heteroaryl, and substituted or unsubstituted 9-10 membered fused heteroaryl; wherein substituted R^1 is substituted with one or more substituents independently selected from halo, $-OR^3$, $-SR^3$, $-SO_2R^3$, $-CO_2R^3$, $-CONR^3R^3$, $-COR^3$, $-NR^3R^3$, $-NH(C_1$-C_2 alkylenyl$R^3)$, $-(C_1$-C_2 alkylenyl$)NR^3R^3$, $-SO_2NR^3R^3$, $-NR^3C(O)OR^3$, $-NR^3C(O)R^3$, optionally substituted cycloalkyl, optionally substituted 5-6 membered heterocyclyl, optionally substituted phenyl, optionally substituted phenyl-C_{1-2}-alkylenyl, optionally substituted 5-6 membered heterocyclyl-C_1.C_2-alkylenyl, C_{1-2}-alkyl, cyano, C_{1-2}-hydroxyalkyl, nitro and C_{1-2}-haloalkyl; wherein R^2 is one or more substituents independently selected from H, halo, $-OR^3$, oxo, $-SR^3$, $-CO_2R^3$, $-CONR^3R^3$, $-COR^3$, $-NR^3R^3$, $-SO_2NR^3R^3$, $-NR^3C(O)OR^3$, $-NR^3C(O)R^3$, cycloalkyl, optionally substituted 5-6 membered heterocyclyl, optionally substituted phenyl, C_{1-2}-alkyl, cyano, C_{1-2}-hydroxyalkyl, C_{1-3}-carboxyalkyl, nitro, C_{2-3}-alkenyl, C_{2-3}-alkynyl and C_{1-2}-haloalkyl; wherein R^3 is selected from H, C_{1-2}-alkyl, phenyl, C_3-C_6 cycloalkyl and C_{1-2}-haloalkyl; wherein R^4 is C_{2-3}-alkylenyl, where one of the CH_2 groups may be substituted with an oxygen atom or an -NH-; and wherein R^5 is selected from H and C_{1-2}-alkyl.

Claim 4 (original): Compound of Claim 1, and pharmaceutically acceptable salts thereof, wherein A is selected from 5- or 6- membered heteroaryl.

Claim 5 (original): Compound of Claim 4, and pharmaceutically acceptable salts thereof, wherein A is selected from pyridyl, pyrazinyl, pyrimidinyl, pyridazinyl, triazinyl, thienyl, furanyl, pyrrolyl, thiazolyl, oxazolyl, imidazolyl, pyrazolyl, isoxazolyl, triazolyl and isothiazolyl; wherein X is selected from


and

; wherein Y is selected from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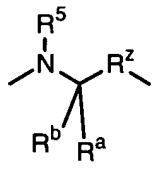
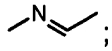
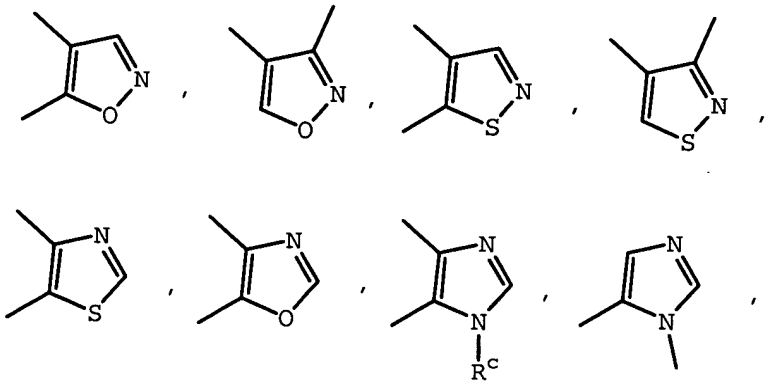
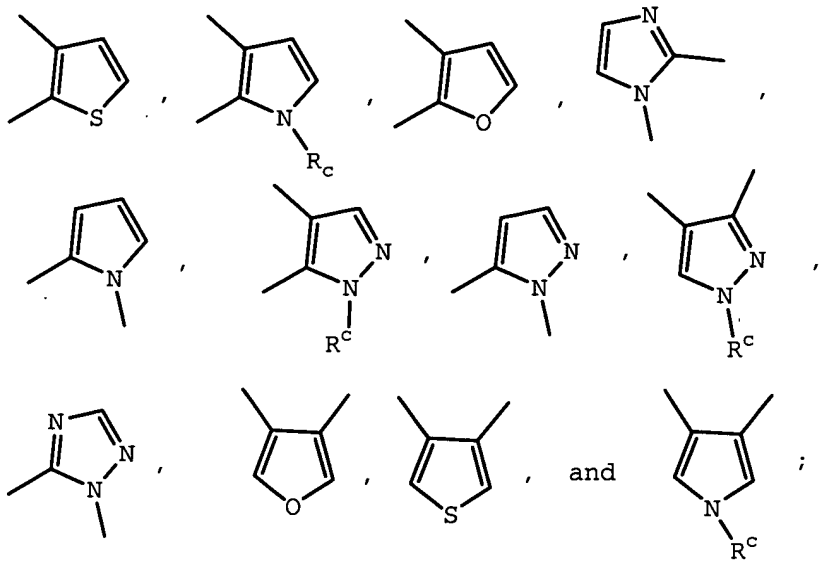

, and

;

wherein R^a and R^b are independently selected from H, halo, cyano, and C_{1-2}-alkyl substituted with R^2, or wherein R^a and R^b together form C_3-C_4 cycloalkyl; wherein R^z is C_1-C_2 alkylenyl, where one of the CH_2 groups may be substituted

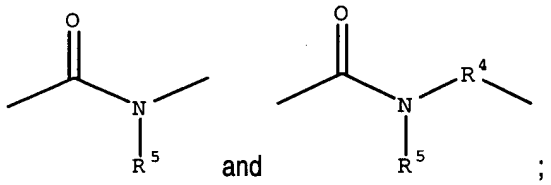
with an oxygen atom or an -NH-; wherein R is selected from substituted or unsubstituted 5-6 membered heteroaryl comprising one or more nitrogen atoms, and substituted or unsubstituted 9-10 membered fused heteroaryl comprising one or more nitrogen atoms; wherein substituted R is substituted with one or more substituents independently selected from halo, $-OR^3$, $-SR^3$, $-CO_2R^3$, $-CONR^3R^3$, $-COR^3$, $-NR^3R^3$, $-SO_2NR^3R^3$, $-NR^3C(O)OR^3$, $-NR^3C(O)R^3$, cycloalkyl, optionally substituted 5-6 membered heterocyclyl, optionally substituted phenyl, C_{1-2}-alkyl, cyano, C_{1-2}-hydroxyalkyl, nitro and C_{1-2}-haloalkyl; wherein R^1 is selected from substituted or unsubstituted aryl selected from phenyl, naphthyl, indenyl and tetrahydronaphthyl, substituted or unsubstituted 5-6 membered heteroaryl, and substituted or unsubstituted 9-10 membered fused heteroaryl; wherein substituted R^1 is substituted with one or more substituents independently selected from halo, $-OR^3$, $-SR^3$, $-SO_2R^3$, $-CO_2R^3$, $-CONR^3R^3$, $-COR^3$, $-NR^3R^3$, $-NH(C_1-C_2$ alkylenyl$R^3)$, $-(C_1-C_2$ alkylenyl$)NR^3R^3$, $-SO_2NR^3R^3$, $-NR^3C(O)OR^3$, $-NR^3C(O)R^3$, optionally substituted cycloalkyl, optionally substituted 5-6 membered heterocyclyl, optionally substituted phenyl, optionally substituted phenyl-C_{1-2}-alkylenyl, optionally substituted 5-6 membered heterocyclyl-C_1C_2-alkylenyl, C_{1-2}-alkyl, cyano, C_{1-2}-hydroxyalkyl, nitro and C_{1-2}-haloalkyl; wherein R^2 is one or more substituents independently selected from H, halo, $-OR^3$, oxo, $-SR^3$, $-CO_2R^3$, $-CONR^3R^3$, $-COR^3$, $-NR^3R^3$, $-SO_2NR^3R^3$, $-NR^3C(O)OR^3$, $-NR^3C(O)R^3$, cycloalkyl, optionally substituted 5-6 membered heterocyclyl, optionally substituted phenyl, C_{1-2}-alkyl, cyano, C_{1-2}-hydroxyalkyl, C_{1-3}-carboxyalkyl, nitro, C_{2-3}-alkenyl, C_{2-3}-alkynyl and C_{1-2}-haloalkyl; wherein R^3 is selected from H, C_{1-2}-alkyl, phenyl, C_3-C_6 cycloalkyl and C_{1-2}-haloalkyl; wherein R^4 is C_{2-3}-alkylenyl, where one of the CH_2 groups may be substituted with an oxygen atom or an -NH-; and wherein R^5 is selected from H and C_{1-2}-alkyl.

Claim 6 (original): Compound of Claim 1 wherein A is selected from

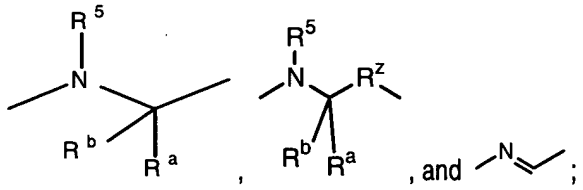




wherein R^c is selected from H, methyl and optionally substituted phenyl; wherein X is selected from



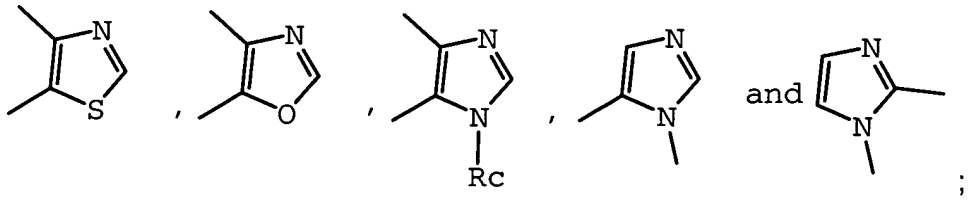
wherein Y is selected from



wherein R^a and R^b are independently selected from H, halo, cyano, and C_{1-2}-alkyl substituted with R^2, or wherein R^a and R^b together form C_3-C_4 cycloalkyl; wherein R^z is C_1-C_2 alkylenyl, where one of the CH_2 groups may be substituted with an oxygen atom or an -NH-; wherein R is selected from substituted or unsubstituted 5-6 membered heteroaryl comprising one or more nitrogen atoms, and substituted or unsubstituted 9-10 membered fused heteroaryl comprising one or more nitrogen atoms; wherein substituted R is substituted with one or more substituents independently selected from halo, $-OR^3$, $-SR^3$, $-CO_2R^3$, $-CONR^3R^3$, $-COR^3$, $-NR^3R^3$, $-SO_2NR^3R^3$, $-NR^3C(O)OR^3$, $-NR^3C(O)R^3$, cycloalkyl, optionally substituted 5-6 membered heterocyclyl, optionally substituted phenyl, C_{1-2}-alkyl, cyano, C_{1-2}-hydroxyalkyl, nitro and C_{1-2}-haloalkyl; wherein R^1 is selected from substituted or unsubstituted aryl selected from phenyl, naphthyl, indenyl and tetrahydronaphthyl, substituted or unsubstituted 5-6 membered heteroaryl, and substituted or unsubstituted 9-10 membered fused heteroaryl; wherein substituted R^1 is substituted with one or more substituents independently selected from halo, $-OR^3$, $-SR^3$, $-SO_2R^3$, $-CO_2R^3$, $-CONR^3R^3$, $-COR^3$, $-NR^3R^3$, $-NH(C_1$-C_2 alkylenyl$R^3)$, $-(C_1$-C_2 alkylenyl$)NR^3R^3$, $-SO_2NR^3R^3$, $-NR^3C(O)OR^3$, $-NR^3C(O)R^3$, optionally substituted cycloalkyl, optionally substituted 5-6 membered heterocyclyl, optionally substituted phenyl, optionally substituted

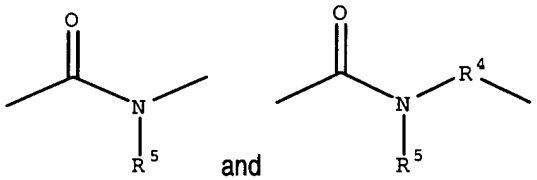
phenyl-C_{1-2}-alkylenyl, optionally substituted 5-6 membered heterocyclyl-C_1C_2-alkylenyl, C_{1-2}-alkyl, cyano, C_{1-2}-hydroxyalkyl, nitro and C_{1-2}-haloalkyl; wherein R^2 is one or more substituents independently selected from H, halo, -OR^3, oxo, -SR^3, -CO_2R^3, -$CONR^3R^3$, -COR^3, -NR^3R^3, -$SO_2NR^3R^3$, -$NR^3C(O)OR^3$, -$NR^3C(O)R^3$, cycloalkyl, optionally substituted 5-6 membered heterocyclyl, optionally substituted phenyl, C_{1-2}-alkyl, cyano, C_{1-2}-hydroxyalkyl, C_{1-3}-carboxyalkyl, nitro, C_{2-3}-alkenyl, C_{2-3}-alkynyl and C_{1-2}-haloalkyl; wherein R^3 is selected from H, C_{1-2}-alkyl, phenyl, C_3-C_6 cycloalkyl and C_{1-2}-haloalkyl; wherein R^4 is C_{2-3}-alkylenyl, where one of the CH_2 groups may be substituted with an oxygen atom or an -NH-; and wherein R^5 is selected from H and C_{1-2}-alkyl.

Claim 7 (original): Compound of Claim 6 wherein A is selected from

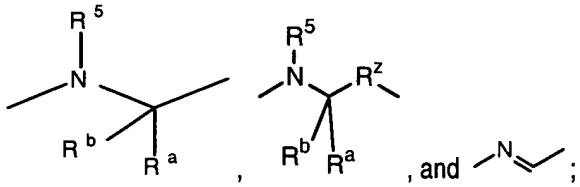


;

wherein R^c is selected from H, methyl and optionally substituted phenyl; wherein X is selected from



; wherein Y is selected from

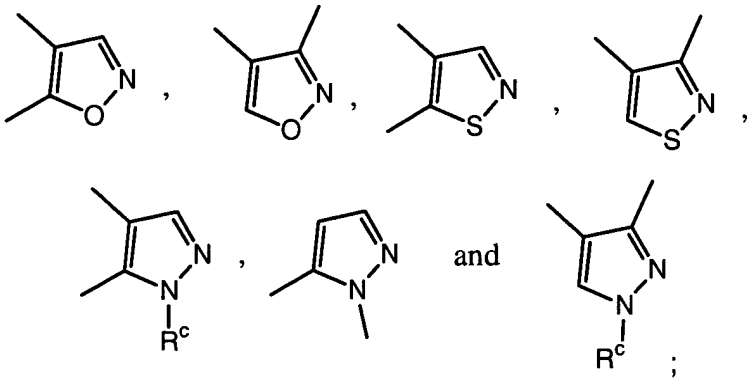


;

wherein R^a and R^b are independently selected from H, halo, and C_{1-2}-alkyl; wherein R^z is C_1-C_2 alkylenyl; wherein R is selected from substituted or unsubstituted 4-pyridyl, 4-pyrimidinyl, 5-pyrimidinyl, 6-pyrimidinyl, 4-pyridazinyl, 6-pyridazinyl, indazolyl, quinolinyl, isoquinolinyl, quinazolinyl, triazolyl and 4-pyrazolyl; wherein substituted R is substituted with one or more substituents independently selected from halo, -OR^3, -SR^3, -CO_2R^3, -$CONR^3R^3$, -COR^3, -NR^3R^3, -$SO_2NR^3R^3$, -$NR^3C(O)OR^3$, -$NR^3C(O)R^3$, cycloalkyl, optionally substituted 5-6 membered heterocyclyl, optionally substituted phenyl, C_{1-2}-alkyl, cyano, C_{1-2}-hydroxyalkyl, nitro and C_{1-2}-haloalkyl; wherein R^1 is a substituted or unsubstituted substituent selected from phenyl, indenyl, thienyl, indolyl, pyridyl, naphthyl, tetrahydronaphthyl, 2,1,3-benzothiadiazolyl, indazolyl, quinolyl, isoquinolyl, pyrimidinyl, pyridazinyl, pyrazolyl, imidazolyl, oxazolyl, thiazolyl, thiadiazolyl, tetrahydroquinolinyl, benzodioxanyl, quinazolinyl, furyl and pyrrolyl; wherein substituted R^1 is substituted with one or more substituents independently selected from halo, -OR^3, -SR^3, -CO_2R^3, -$CONR^3R^3$, -COR^3, -NR^3R^3, -$NH(C_1$-C_2-alkylenyl-$R^3)$, -$(C_1$-C_2-alkylenyl$)NR^3R^3$, -$SO_2NR^3R^3$, -$NR^3C(O)OR^3$, -$NR^3C(O)R^3$, optionally substituted cycloalkyl, optionally substituted 5-6 membered heterocyclyl, optionally substituted phenyl, optionally

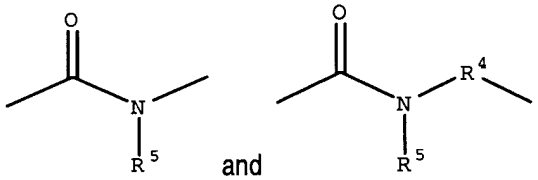
substituted phenyl-C_{1-2}-alkylenyl, optionally substituted 5-6 membered heterocyclyl-C_{1-2}-alkylenyl, C_{1-2}-alkyl, cyano, C_{1-2}-hydroxyalkyl, nitro and C_{1-2}-haloalkyl; wherein R^2 is one or more substituents independently selected from H, halo, $-OR^3$, oxo, $-SR^3$, $-CO_2R^3$, $-CONR^3R^3$, $-COR^3$, $-NR^3R^3$, $-SO_2NR^3R^3$, $-NR^3C(O)OR^3$, $-NR^3C(O)R^3$, cycloalkyl, optionally substituted 5-6 membered heterocyclyl, optionally substituted phenyl, C_{1-2}-alkyl, cyano, C_{1-2}-hydroxyalkyl, C_{1-3}-carboxyalkyl, nitro, C_{2-3}-alkenyl, C_{2-3}-alkynyl and C_{1-2}-haloalkyl; wherein R^3 is selected from H, methyl, ethyl, cyclopropyl, cyclohexyl and trifluoromethyl; wherein R^4 is C_{2-3}-alkylenyl; and wherein R^5 is from H, methyl or ethyl; and pharmaceutically acceptable salts thereof.

Claim 8 (original): Compound of Claim 6 wherein A is selected from

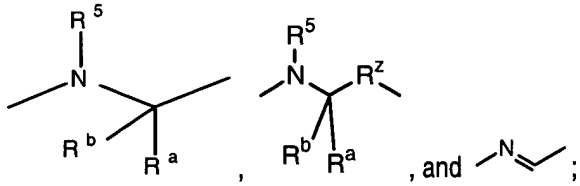


;

wherein R^c is selected from H, methyl and optionally substituted phenyl; wherein X is selected from



; wherein Y is selected from

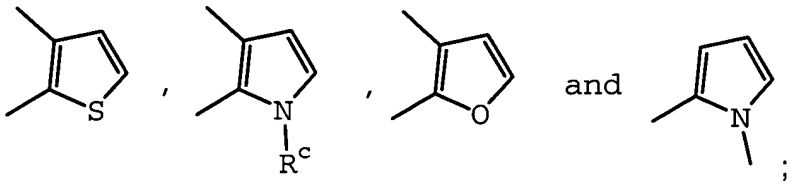


;

wherein R^a and R^b are independently selected from H, halo, and C_{1-2}-alkyl; wherein R^z is C_1-C_2 alkylenyl; wherein R is selected from substituted or unsubstituted 4-pyridyl, 4-pyrimidinyl, 5-pyrimidinyl, 6-pyrimidinyl, 4-pyridazinyl, 6-pyridazinyl, indazolyl, quinolinyl, isoquinolinyl, quinazolinyl, triazolyl and 4-pyrazolyl; wherein substituted R is substituted with one or more substituents independently selected from halo, $-OR^3$, $-SR^3$, $-CO_2R^3$, $-CONR^3R^3$, $-COR^3$, $-NR^3R^3$, $-SO_2NR^3R^3$, $-NR^3C(O)OR^3$, $-NR^3C(O)R^3$, cycloalkyl, optionally substituted 5-6 membered heterocyclyl, optionally substituted phenyl, C_{1-2}-alkyl, cyano, C_{1-2}-hydroxyalkyl, nitro and C_{1-2}-haloalkyl; wherein R^1 is a substituted or unsubstituted substituent selected from phenyl, indenyl, thienyl, indolyl, pyridyl, naphthyl, tetrahydronaphthyl, 2,1,3-benzothiadiazolyl, indazolyl, quinolyl, isoquinolyl, pyrimidinyl, pyridazinyl, pyrazolyl, imidazolyl, oxazolyl, thiazolyl, thiadiazolyl, tetrahydroquinolinyl, benzodioxanyl, quinazolinyl, furyl and pyrrolyl; wherein substituted R^1 is

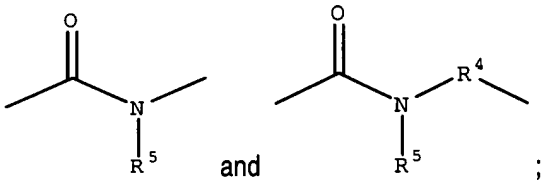
substituted with one or more substituents independently selected from halo, $-OR^3$, $-SR^3$, $-CO_2R^3$, $-CONR^3R^3$, $-COR^3$, $-NR^3R^3$, $-NH(C_1-C_2\text{-alkylenyl-}R^3)$, $-(C_1-C_2\text{-alkylenyl})NR^3R^3$, $-SO_2NR^3R^3$, $-NR^3C(O)OR^3$, $-NR^3C(O)R^3$, optionally substituted cycloalkyl, optionally substituted 5-6 membered heterocyclyl, optionally substituted phenyl, optionally substituted phenyl-C_{1-2}-alkylenyl, optionally substituted 5-6 membered heterocyclyl-$C_1.C_2$-alkylenyl, C_{1-2}-alkyl, cyano, C_{1-2}-hydroxyalkyl, nitro and C_{1-2}-haloalkyl; wherein R^2 is one or more substituents independently selected from H, halo, $-OR^3$, oxo, $-SR^3$, $-CO_2R^3$, $-CONR^3R^3$, $-COR^3$, $-NR^3R^3$, $-SO_2NR^3R^3$, $-NR^3C(O)OR^3$, $-NR^3C(O)R^3$, cycloalkyl, optionally substituted 5-6 membered heterocyclyl, optionally substituted phenyl, C_{1-2}-alkyl, cyano, C_{1-2}-hydroxyalkyl, C_{1-3}-carboxyalkyl, nitro, C_{2-3}-alkenyl, C_{2-3}-alkynyl and C_{1-2}-haloalkyl; wherein R^3 is selected from H, methyl, ethyl, cyclopropyl, cyclohexyl and trifluoromethyl; wherein R^4 is C_{2-3}-alkylenyl; and wherein R^5 is from H, methyl or ethyl; and pharmaceutically acceptable salts thereof.

Claim 9 (original): Compound of Claim 6 wherein A is selected from



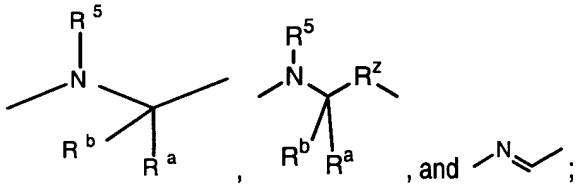
;

wherein R^c is selected from H, methyl and optionally substituted phenyl; wherein X is selected from



;

wherein Y is selected from

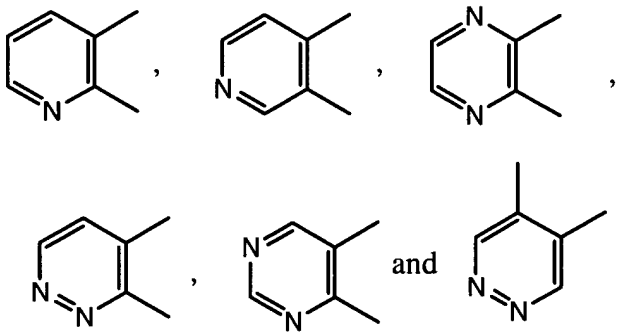


;

wherein R^a and R^b are independently selected from H, halo, and C_{1-2}-alkyl; wherein R^z is C_1-C_2 alkylenyl; wherein R is selected from substituted or unsubstituted 4-pyridyl, 4-pyrimidinyl, 5-pyrimidinyl, 6-pyrimidinyl, 4-pyridazinyl, 6-pyridazinyl, indazolyl, quinolinyl, isoquinolinyl, quinazolinyl, triazolyl and 4-pyrazolyl; wherein substituted R is substituted with one or more substituents independently selected from halo, $-OR^3$, $-SR^3$, $-CO_2R^3$, $-CONR^3R^3$, $-COR^3$, $-NR^3R^3$, $-SO_2NR^3R^3$, $-NR^3C(O)OR^3$, $-NR^3C(O)R^3$, cycloalkyl, optionally substituted 5-6 membered heterocyclyl, optionally substituted phenyl, C_{1-2}-alkyl, cyano, C_{1-2}-hydroxyalkyl, nitro and C_{1-2}-haloalkyl; wherein R^1 is a substituted or unsubstituted substituent selected from phenyl, indenyl, thienyl, indolyl, pyridyl, naphthyl, tetrahydronaphthyl,

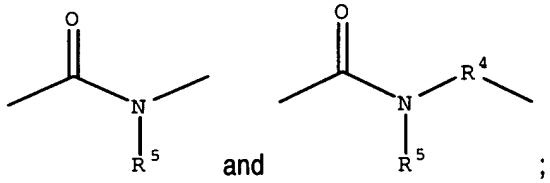
2,1,3-benzothiadiazolyl, indazolyl, quinolyl, isoquinolyl, pyrimidinyl, pyridazinyl, pyrazolyl, imidazolyl, oxazolyl, thiazolyl, thiadiazolyl, tetrahydroquinolinyl, benzodioxanyl, quinazolinyl, furyl and pyrrolyl; wherein substituted R^1 is substituted with one or more substituents independently selected from halo, $-OR^3$, $-SR^3$, $-CO_2R^3$, $-CONR^3R^3$, $-COR^3$, $-NR^3R^3$, $-NH(C_1\text{-}C_2\text{-alkylenyl-}R^3)$, $-(C_1\text{-}C_2\text{-alkylenyl})NR^3R^3$, $-SO_2NR^3R^3$, $-NR^3C(O)OR^3$, $-NR^3C(O)R^3$, optionally substituted cycloalkyl, optionally substituted 5-6 membered heterocyclyl, optionally substituted phenyl, optionally substituted phenyl-$C_{1\text{-}2}$-alkylenyl, optionally substituted 5-6 membered heterocyclyl-$C_{1\text{-}}C_2$-alkylenyl, $C_{1\text{-}2}$-alkyl, cyano, $C_{1\text{-}2}$-hydroxyalkyl, nitro and $C_{1\text{-}2}$-haloalkyl; wherein R^2 is one or more substituents independently selected from H, halo, $-OR^3$, oxo, $-SR^3$, $-CO_2R^3$, $-CONR^3R^3$, $-COR^3$, $-NR^3R^3$, $-SO_2NR^3R^3$, $-NR^3C(O)OR^3$, $-NR^3C(O)R^3$, cycloalkyl, optionally substituted 5-6 membered heterocyclyl, optionally substituted phenyl, $C_{1\text{-}2}$-alkyl, cyano, $C_{1\text{-}2}$-hydroxyalkyl, $C_{1\text{-}3}$-carboxyalkyl, nitro, $C_{2\text{-}3}$-alkenyl, $C_{2\text{-}3}$-alkynyl and $C_{1\text{-}2}$-haloalkyl; wherein R^3 is selected from H, methyl, ethyl, cyclopropyl, cyclohexyl and trifluoromethyl; wherein R^4 is $C_{2\text{-}3}$-alkylenyl; and wherein R^5 is from H, methyl or ethyl; and pharmaceutically acceptable salts thereof.

Claim 10 (original): Compound of Claim 1, and pharmaceutically acceptable salts thereof, wherein A is selected from



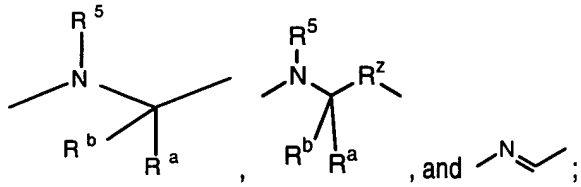
;

wherein X is selected from



;

wherein Y is selected from

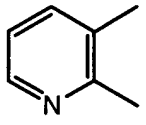
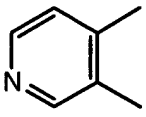


;

wherein R^a and R^b are independently selected from H, halo, and $C_{1\text{-}2}$-alkyl; wherein R^z is $C_1\text{-}C_2$ alkylenyl; wherein R is selected from substituted or unsubstituted 4-pyridyl, 4-pyrimidinyl, 5-pyrimidinyl, 6-pyrimidinyl, 4-pyridazinyl, 6-

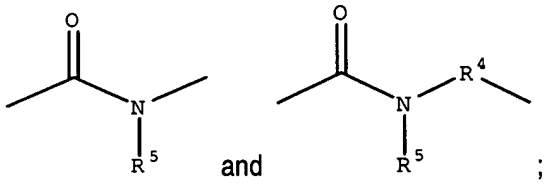
pyridazinyl, indazolyl, quinolinyl, isoquinolinyl, quinazolinyl, triazolyl and 4-pyrazolyl; wherein substituted R is substituted with one or more substituents independently selected from halo, $-OR^3$, $-SR^3$, $-CO_2R^3$, $-CONR^3R^3$, $-COR^3$, $-NR^3R^3$, $-SO_2NR^3R^3$, $-NR^3C(O)OR^3$, $-NR^3C(O)R^3$, cycloalkyl, optionally substituted 5-6 membered heterocyclyl, optionally substituted phenyl, C_{1-2}-alkyl, cyano, C_{1-2}-hydroxyalkyl, nitro and C_{1-2}-haloalkyl; wherein R^1 is a substituted or unsubstituted substituent group selected from phenyl, indenyl, thienyl, indolyl, pyridyl, naphthyl, tetrahydronaphthyl, 2,1,3-benzothiadiazolyl, indazolyl, quinolyl, isoquinolyl, pyrimidinyl, pyridazinyl, pyrazolyl, imidazolyl, oxazolyl, thiazolyl, thiadiazolyl, tetrahydroquinolinyl, benzodioxanyl, quinazolinyl, furyl and pyrrolyl; wherein substituted R^1 is substituted with one or more substituents independently selected from halo, $-OR^3$, $-SR^3$, $-CO_2R^3$, $-CONR^3R^3$, $-COR^3$, $-NR^3R^3$, $-NH(C_1$-C_2-alkylenyl-$R^3)$, $-(C_1$-C_2-alkylenyl$)NR^3R^3$, $-SO_2NR^3R^3$, $-NR^3C(O)OR^3$, $-NR^3C(O)R^3$, optionally substituted cycloalkyl, optionally substituted 5-6 membered heterocyclyl, optionally substituted phenyl, optionally substituted phenyl-C_{1-2}-alkylenyl, optionally substituted 5-6 membered heterocyclyl-C_1-C_2-alkylenyl, C_{1-2}-alkyl, cyano, C_{1-2}-hydroxyalkyl, nitro and C_{1-2}-haloalkyl; wherein R^2 is one or more substituents independently selected from H, halo, $-OR^3$, oxo, $-SR^3$, $-CO_2R^3$, $-CONR^3R^3$, $-COR^3$, $-NR^3R^3$, $-SO_2NR^3R^3$, $-NR^3C(O)OR^3$, $-NR^3C(O)R^3$, cycloalkyl, optionally substituted 5-6 membered heterocyclyl, optionally substituted phenyl, C_{1-2}-alkyl, cyano, C_{1-2}-hydroxyalkyl, C_{1-3}-carboxyalkyl, nitro, C_{2-3}-alkenyl, C_{2-3}-alkynyl and C_{1-2}-haloalkyl; wherein R^3 is selected from H, methyl, ethyl, cyclopropyl, cyclohexyl and trifluoromethyl; wherein R^4 is C_{2-3}-alkylenyl; and wherein R^5 is from H, methyl or ethyl; and pharmaceutically acceptable salts thereof.

Claim 11 (original): Compound of Claim 10, and pharmaceutically acceptable salts thereof, wherein A is


, or

; wherein X is -C(O)-NH-; wherein Y is $-NH-CH_2-$; wherein R is selected from substituted or unsubstituted 4-pyridyl, 4-quinolyl, 5-quinolyl, 6-quinolyl, 4-isoquinolyl, 5-isoquinolyl, 6-isoquinolyl, 5-indazolyl, 4-pyrimidinyl and 4-pyridazinyl; wherein substituted R is substituted with one or more substituents independently selected from halo, $-OR^3$, $-SR^3$, $-CO_2R^3$, $-CONR^3R^3$, $-COR^3$, $-NR^3R^3$, $-SO_2NR^3R^3$, $-NR^3C(O)OR^3$, $-NR^3C(O)R^3$, cycloalkyl, optionally substituted 5-6 membered heterocyclyl, optionally substituted phenyl, C_{1-2}-alkyl, cyano, C_{1-2}-hydroxyalkyl, nitro and C_{1-2}-haloalkyl; wherein R^1 is selected from substituted or unsubstituted phenyl, indazolyl, indolyl, 2,1,3-benzothiadiazolyl, isoquinolyl, quinolyl, tetrahydroquinolyl, benzodioxanyl, and quinazolinyl; wherein substituted R^1 is substituted with one or more substituents independently selected from halo, $-OR^3$, $-SR^3$, $-CO_2R^3$, $-CONR^3R^3$, $-COR^3$, $-NR^3R^3$, $-SO_2NR^3R^3$, $-NR^3C(O)OR^3$, $-NR^3C(O)R^3$, optionally substituted cycloalkyl, optionally substituted 5-6 membered heterocyclyl, optionally substituted phenyl, optionally substituted phenyl-C_{1-2}-alkylenyl, morpholinylmethyl, methylpiperdinylmethyl, methylpiperazinylmethyl, C_{1-2}-alkyl, cyano, C_{1-2}-hydroxyalkyl, nitro and C_{1-2}-haloalkyl; wherein R^2 is one or more substituents independently selected from H, halo, $-OR^3$, oxo, $-SR^3$, $-CO_2R^3$, $-CONR^3R^3$, $-COR^3$, $-NR^3R^3$, $-SO_2NR^3R^3$, $-NR^3C(O)OR^3$, $-NR^3C(O)R^3$, cycloalkyl, optionally substituted 5-6

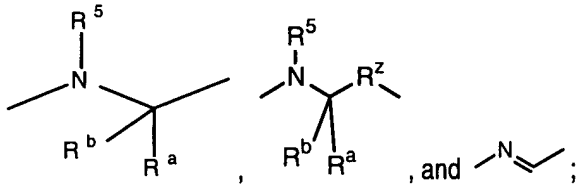
membered heterocyclyl, optionally substituted phenyl, C_{1-2}-alkyl, cyano, C_{1-2}-hydroxyalkyl, C_{1-3}-carboxyalkyl, nitro, C_{2-3}-alkenyl, C_{2-3}-alkynyl and C_{1-2}-haloalkyl; wherein R^3 is selected from H, methyl, ethyl, cyclopropyl, cyclohexyl and trifluoromethyl; wherein R^4 is C_{2-3}-alkylenyl; and wherein R^5 is from H, methyl or ethyl.

Claim 12 (original): Compound of Claim 1 wherein A is 9- or 10-membered fused partially saturated heterocyclyl or 9- or 10-membered fused heteroaryl; wherein X is selected from



;

wherein Y is selected from



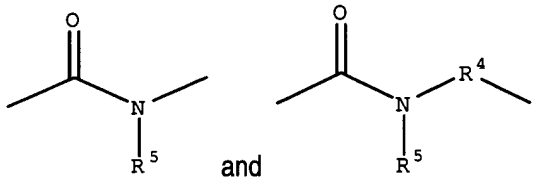
;

wherein R^a and R^b are independently selected from H, halo, cyano, and C_{1-2}-alkyl substituted with R^2, or wherein R^a and R^b together form C_3-C_4 cycloalkyl; wherein R^z is C_1-C_2 alkylenyl, where one of the CH_2 groups may be substituted with an oxygen atom or an -NH-; wherein R is selected from substituted or unsubstituted 5-6 membered heteroaryl comprising one or more nitrogen atoms, and substituted or unsubstituted 9-10 membered fused heteroaryl comprising one or more nitrogen atoms; wherein substituted R is substituted with one or more substituents independently selected from halo, $-OR^3$, $-SR^3$, $-CO_2R^3$, $-CONR^3R^3$, $-COR^3$, $-NR^3R^3$, $-SO_2NR^3R^3$, $-NR^3C(O)OR^3$, $-NR^3C(O)R^3$, cycloalkyl, optionally substituted 5-6 membered heterocyclyl, optionally substituted phenyl, C_{1-2}-alkyl, cyano, C_{1-2}-hydroxyalkyl, nitro and C_{1-2}-haloalkyl; wherein R^1 is selected from substituted or unsubstituted aryl selected from phenyl, naphthyl, indenyl and tetrahydronaphthyl, substituted or unsubstituted 5-6 membered heteroaryl, and substituted or unsubstituted 9-10 membered fused heteroaryl; wherein substituted R^1 is substituted with one or more substituents independently selected from halo, $-OR^3$, $-SR^3$, $-SO_2R^3$, $-CO_2R^3$, $-CONR^3R^3$, $-COR^3$, $-NR^3R^3$, $-NH(C_1$-C_2 alkylenyl$R^3)$, $-(C_1$-C_2 alkylenyl$)NR^3R^3$, $-SO_2NR^3R^3$, $-NR^3C(O)OR^3$, $-NR^3C(O)R^3$, optionally substituted cycloalkyl, optionally substituted 5-6 membered heterocyclyl, optionally substituted phenyl, optionally substituted phenyl-C_{1-2}-alkylenyl, optionally substituted 5-6 membered heterocyclyl-C_1C_2-alkylenyl, C_{1-2}-alkyl, cyano, C_{1-2}-hydroxyalkyl, nitro and C_{1-2}-haloalkyl; wherein R^2 is one or more substituents independently selected from H, halo, $-OR^3$, oxo, $-SR^3$, $-CO_2R^3$, $-CONR^3R^3$, $-COR^3$, $-NR^3R^3$, $-SO_2NR^3R^3$, $-NR^3C(O)OR^3$, $-NR^3C(O)R^3$, cycloalkyl, optionally substituted 5-6 membered heterocyclyl, optionally substituted phenyl, C_{1-2}-alkyl, cyano, C_{1-2}-hydroxyalkyl, C_{1-3}-carboxyalkyl, nitro, C_{2-3}-alkenyl, C_{2-3}-alkynyl and C_{1-2}-haloalkyl; wherein R^3 is selected from H, C_{1-2}-alkyl, phenyl, C_3-C_6 cycloalkyl and C_{1-2}-haloalkyl; wherein R^4 is C_{2-3}-alkylenyl, where one of the CH_2 groups may be substituted with an

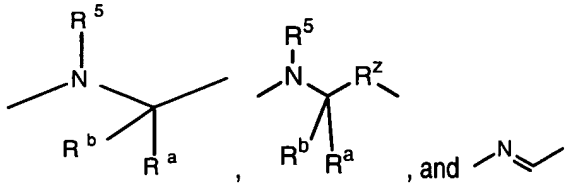
oxygen atom or an -NH-; and wherein R^5 is selected from H and C_{1-2}-alkyl; and pharmaceutically acceptable salts thereof.

Claim 13 (original): Compound of Claim 12 wherein A is selected from benzothienyl, benzofuryl, benzimidazolyl, benzoxazolyl, benzthiazolyl, indazolyl, indolyl, isoindolyl, quinolyl, isoquinolyl, naphthpyridinyl, tetrahydroquinolyl, quinoxalinyl and quinazolinyl;
and pharmaceutically acceptable salts thereof.

Claim 14 (original): Compound of Claim 1, and pharmaceutically acceptable salts thereof, wherein A is 5- or 6-membered cycloalkenyl; wherein X is selected from



; wherein Y is selected from



; wherein R^a and R^b are independently selected from H, halo, cyano, and C_{1-2}-alkyl substituted with R^2, or wherein R^a and R^b together form C_3-C_4 cycloalkyl; wherein R^z is C_1-C_2 alkylenyl, where one of the CH_2 groups may be substituted with an oxygen atom or an -NH-; wherein R is selected from substituted or unsubstituted 5-6 membered heteroaryl comprising one or more nitrogen atoms, and substituted or unsubstituted 9-10 membered fused heteroaryl comprising one or more nitrogen atoms; wherein substituted R is substituted with one or more substituents independently selected from halo, $-OR^3$, $-SR^3$, $-CO_2R^3$, $-CONR^3R^3$, $-COR^3$, $-NR^3R^3$, $-SO_2NR^3R^3$, $-NR^3C(O)OR^3$, $-NR^3C(O)R^3$, cycloalkyl, optionally substituted 5-6 membered heterocyclyl, optionally substituted phenyl, C_{1-2}-alkyl, cyano, C_{1-2}-hydroxyalkyl, nitro and C_{1-2}-haloalkyl; wherein R^1 is selected from substituted or unsubstituted aryl selected from phenyl, naphthyl, indenyl and tetrahydronaphthyl, substituted or unsubstituted 5-6 membered heteroaryl, and substituted or unsubstituted 9-10 membered fused heteroaryl; wherein substituted R^1 is substituted with one or more substituents independently selected from halo, $-OR^3$, $-SR^3$, $-SO_2R^3$, $-CO_2R^3$, $-CONR^3R^3$, $-COR^3$, $-NR^3R^3$, $-NH(C_1$-C_2 alkylenyl$R^3)$, $-(C_1$-C_2 alkylenyl$)NR^3R^3$, $-SO_2NR^3R^3$, $-NR^3C(O)OR^3$, $-NR^3C(O)R^3$, optionally substituted cycloalkyl, optionally substituted 5-6 membered heterocyclyl, optionally substituted phenyl, optionally substituted phenyl-C_{1-2}-alkylenyl, optionally substituted 5-6 membered heterocyclyl-C_1-C_2-alkylenyl, C_{1-2}-alkyl, cyano, C_{1-2}-hydroxyalkyl, nitro and C_{1-2}-haloalkyl; wherein R^2 is one or more substituents independently selected from H, halo, $-OR^3$, oxo, $-SR^3$, $-CO_2R^3$, $-CONR^3R^3$, $-COR^3$, $-NR^3R^3$, $-SO_2NR^3R^3$, $-NR^3C(O)OR^3$, $-NR^3C(O)R^3$, cycloalkyl, optionally substituted 5-6 membered heterocyclyl, optionally substituted phenyl, C_{1-2}-alkyl, cyano, C_{1-2}-

hydroxyalkyl, C_{1-3}-carboxyalkyl, nitro, C_{2-3}-alkenyl, C_{2-3}-alkynyl and C_{1-2}-haloalkyl; wherein R^3 is selected from H, C_{1-2}-alkyl, phenyl, C_3-C_6 cycloalkyl and C_{1-2}-haloalkyl; wherein R^4 is C_{2-3}-alkylenyl, where one of the CH_2 groups may be substituted with an oxygen atom or an -NH-; and wherein R^5 is selected from H and C_{1-2}-alkyl.

Claim 15 (original): Compound of Claim 14 wherein A is cyclopentadienyl or cyclopentenyl; and pharmaceutically acceptable salts thereof.

Claim 16 (original): Compound of Claim 1 and pharmaceutically acceptable salts thereof selected from

N-(4-chlorophenyl)-3-[(4-pyridinylmethylene)amino]-4-pyridinecarboxamide;

N-(4-chlorophenyl){3-[(4-pyridylmethyl)amino](2-thienyl)}carboxamide;

N-phenyl{3-[(4-pyridylmethyl)amino](2-thienyl)}carboxamide;

N-(4-chlorophenyl){2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide;

N-(3,4-dichlorophenyl){2-[(4-pyridylmethyl)amino](3-pyridyl)}-carboxamide;

N-(3-chlorophenyl){2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide;

N-(4-chlorophenyl){3-[(4-pyridylmethyl)amino](2-pyridyl)}carboxamide;

N-(4-chlorophenyl){3-[(6-quinolylmethyl)amino](2-pyridyl)}carboxamide;

N-(3,4-dichlorophenyl){2-[(6-quinolylmethyl)amino](3-pyridyl)}-carboxamide;

N-(4-chlorophenyl){6-methyl-2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide;

N-(3,4-dichlorophenyl){6-methyl-2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide;

N-(3-fluoro-4-methylphenyl){6-methyl-2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide;

N-(3,4-dichlorophenyl){6-chloro-2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide;

N-(4-chlorophenyl){6-chloro-2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide;

{6-chloro-2-[(4-pyridylmethyl)amino](3-pyridyl)}-N-(3-fluorophenyl)carboxamide;

N-(3-chlorophenyl){6-chloro-2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide;

N-(4-chlorophenyl){3-[(4-pyridylmethyl)amino](4-pyridyl)}carboxamide;

N-(3-fluoro-4-methylphenyl){2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide;

N-(4-chlorophenyl){2-[(4-quinolylmethyl)amino](3-pyridyl)}carboxamide;

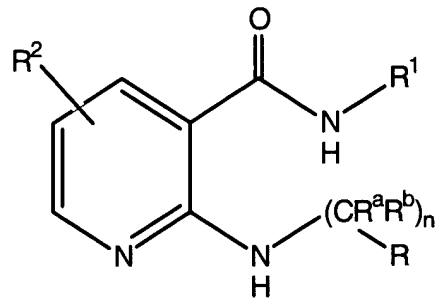
N-(4-chlorophenyl){2-[(5-quinolylmethyl)amino](3-pyridyl)}carboxamide;

N-(4-chlorophenyl){2-[(4-pyridylethyl)amino]-5-(3-thienyl)-(3-pyridyl)}carboxamide;

N-(4-chlorophenyl){5-(4-methoxyphenyl)-2-[(4-pyridylmethyl)amino]-(3-pyridyl)}carboxamide; and

N-(4-chlorophenyl){5-bromo-2-[(4-pyridylmethyl)amino]-(3-pyridyl)}carboxamide.

Claim 17 (original): A compound of Claim 1 having Formula II



II

wherein R^a and R^b are independently selected from H, halo, C_{1-4}-alkyl and $-N(R^6)_2$;

wherein n is 1-2;

wherein R is selected from

a) unsubstituted or substituted 5- or 6-membered nitrogen-containing heteroaryl, and

b) unsubstituted or substituted 9- or 10-membered fused nitrogen-containing heteroaryl,

where R is substituted with one or more substituents selected from halo, amino, hydroxy, C_{1-6}-alkyl, C_{1-6}-haloalkyl and C_{1-6}-alkoxy;

wherein R^1 is selected from unsubstituted or substituted

aryl,

5-6 membered heteroaryl and

9-10 membered fused heteroaryl,

wherein substituted R^1 is substituted with one or more substituents selected from halo, C_{1-6}-alkyl, optionally substituted C_{3-6}-cycloalkyl, optionally substituted phenyl, C_{1-6}-haloalkoxy, optionally substituted phenyloxy, benzyl, optionally substituted 5-6 membered heterocyclyl-C_1-C_2-alkylenyl, optionally substituted heteroaryl, optionally substituted heteroaryloxy, C_{1-6}-haloalkyl, and C_{1-6}-alkoxy;

wherein R^2 is one or more substituents independently selected from

H,

halo,

C_{1-6}-alkyl,

C_{1-6}-haloalkyl,

C_{1-6}-alkoxy,

C_{1-6}-haloalkoxy,

C_{1-6}-carboxyalkyl,

unsubstituted or substituted aryl and

unsubstituted or substituted 5-6 membered heteroaryl; and

wherein R^6 is H or C_{1-6}-alkyl;

and pharmaceutically acceptable isomers and salts thereof.

Claim 18 (original): Compound of Claim 17 wherein R^a and R^b are H;

wherein n is 1-2;

wherein R is selected from 4-pyridyl, pyrimidinyl, triazolyl, pyridazinyl, indolyl, isoindolyl, indazolyl, quinolyl, isoquinolyl, naphthyridinyl and quinozalinyl, where R is unsubstituted or substituted with one or more substituents selected

from chloro, fluoro, amino, hydroxy, methyl, ethyl, propyl, trifluoromethyl, methoxy and ethoxy;

wherein R^1 is selected from phenyl, tetrahydronaphthyl, naphthyl, isoquinolyl, quinolyl, pyridyl, pyrimidinyl, pyridazinyl, indolyl, isoindolyl, naphthyridinyl, quinozalinyl, tetrahydroquinolinyl, indazolyl, benzothienyl, benzofuryl, benzimidazolyl, benzoxazolyl, or benzthiazolyl, where R^1 is unsubstituted or substituted with one or more substituents selected

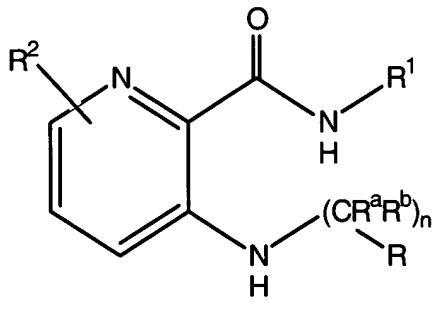
from chloro, fluoro, amino, hydroxy, cyclohexyl, phenylmethyl, morpholinylmethyl, methylpiperdinylmethyl, methylpiperazinylmethyl, ethyl, propyl, trifluoromethyl, phenyloxy, methoxy and ethoxy; and

wherein R^2 is one or more substituents independently selected from H, chloro, fluoro, bromo, amino, hydroxy, methyl, ethyl, propyl, trifluoromethyl, methoxy, ethoxy, trifluoromethoxy, carboxymethyl, unsubstituted or substituted phenyl and unsubstituted or substituted heteroaryl selected

from thienyl, furanyl, pyridyl, imidazolyl, and pyrazolyl;

and pharmaceutically acceptable salts thereof.

Claim 19 (original): A compound of Claim 1 having Formula III



III

wherein R^a and R^b are independently selected from H, halo, C_{1-4}-alkyl and $-N(R^6)_2$;

wherein n is 1-2;

wherein R is selected from

a) unsubstituted or substituted 5- or 6-membered nitrogen-containing heteroaryl, and

b) unsubstituted or substituted 9- or 10-membered fused nitrogen-containing heteroaryl,

where R is substituted with one or more substituents selected from halo, amino, hydroxy, C_{1-6}-alkyl, C_{1-6}-haloalkyl and C_{1-6}-alkoxy;

wherein R^1 is selected from unsubstituted or substituted

aryl,

5-6 membered heteroaryl and

9-10 membered fused heteroaryl,

wherein substituted R^1 is substituted with one or more substituents selected from halo, C_{1-6}-alkyl, optionally substituted C_{3-6}-cycloalkyl, optionally substituted phenyl, optionally substituted 5-6 membered heterocyclyl-C_1.C_2-alkylenyl, C_{1-6}-haloalkoxy, optionally substituted phenyloxy, benzyl, optionally substituted heteroaryl, optionally substituted heteroaryloxy, C_{1-6}-haloalkyl, and C_{1-6}-alkoxy;

wherein R^2 is one or more substituents independently selected from

H,

halo,

C_{1-6}-alkyl,

C_{1-6}-haloalkyl,

C_{1-6}-alkoxy,

C_{1-6}-haloalkoxy,

C_{1-6}-carboxyalkyl,

unsubstituted or substituted aryl and

unsubstituted or substituted 5-6 membered heteroaryl; and

wherein R^6 is H or C_{1-6}-alkyl;

and pharmaceutically acceptable isomers and salts thereof.

Claim 20 (original): Compound of Claim 19 wherein R^a and R^b are H;

wherein n is 1-2;

wherein R is selected from 4-pyridyl, pyrimidinyl, pyridazinyl, indolyl, isoindolyl, indazolyl, quinolyl, isoquinolyl, naphthyridinyl and quinozalinyl, where R is unsubstituted or substituted with one or more substituents selected

from chloro, fluoro, amino, hydroxy, methyl, ethyl, propyl, trifluoromethyl, methoxy and ethoxy;

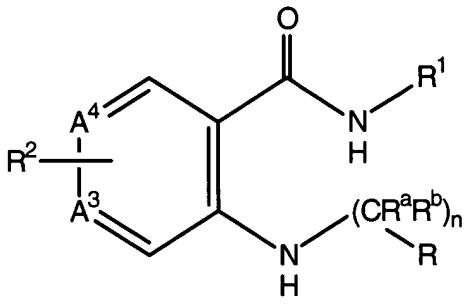
wherein R^1 is selected from phenyl, tetrahydronaphthyl, naphthyl, isoquinolyl, quinolyl, pyridyl, pyrimidinyl, pyridazinyl, indolyl, isoindolyl, naphthyridinyl, quinozalinyl, tetrahydroquinolinyl, indazolyl, benzothienyl, benzofuryl, benzimidazolyl, benzoxazolyl, or benzthiazolyl, where R^1 is unsubstituted or substituted with one or more substituents selected

from chloro, fluoro, amino, hydroxy, cyclohexyl, phenylmethyl, morpholinylmethyl, methylpiperdinylmethyl, methylpiperazinylmethyl, ethyl, propyl, trifluoromethyl, phenyloxy, methoxy and ethoxy; and

wherein R^2 is one or more substituents independently selected from H, chloro, fluoro, bromo, amino, hydroxy, methyl, ethyl, propyl, trifluoromethyl, methoxy, ethoxy, trifluoromethoxy, carboxymethyl, unsubstituted or substituted phenyl and unsubstituted or substituted heteroaryl selected from thienyl, furanyl, pyridyl, imidazolyl, and pyrazolyl;

and pharmaceutically acceptable salts thereof.

Claim 21 (original): A compound of Claim 1 having Formula IV



IV

wherein A^3 is selected from CR^2 and N;

wherein A^4 is selected from CR^2 and N; provided one of A^3 and A^4 is not CR^2;

wherein R^a and R^b are independently selected from H, halo, C_{1-4}-alkyl and $-N(R^6)_2$;

wherein n is 1-2;

wherein R is selected from

a) unsubstituted or substituted 5- or 6-membered nitrogen-containing heteroaryl, and

b) unsubstituted or substituted 9- or 10-membered fused nitrogen-containing heteroaryl,

where R is substituted with one or more substituents selected from halo, amino, hydroxy, C_{1-6}-alkyl, C_{1-6}-haloalkyl and C_{1-6}-alkoxy;

wherein R^1 is selected from unsubstituted or substituted

aryl,

5-6 membered heteroaryl and

9-10 membered fused heteroaryl,

wherein substituted R^1 is substituted with one or more substituents selected from halo, C_{1-6}-alkyl, optionally substituted C_{3-6}-cycloalkyl, optionally substituted phenyl, optionally substituted 5-6 membered heterocyclyl-C_1.C_2-alkylenyl, C_{1-6}-haloalkoxy, optionally substituted phenyloxy, benzyl, optionally substituted heteroaryl, optionally substituted heteroaryloxy, C_{1-6}-haloalkyl, and C_{1-6}-alkoxy;

wherein R^2 is one or more substituents independently selected from

H,

halo,

C_{1-6}-alkyl,

C_{1-6}-haloalkyl,

C_{1-6}-alkoxy,

C_{1-6}-haloalkoxy,

C_{1-6}-carboxyalkyl,

unsubstituted or substituted aryl and

unsubstituted or substituted 5-6 membered heteroaryl; and

wherein R^6 is H or C_{1-6}-alkyl;

and pharmaceutically acceptable isomers and salts thereof.

Claim 22 (original): Compound of Claim 21 wherein R^a and R^b are H;

wherein n is 1-2;

wherein R is selected from 4-pyridyl, pyrimidinyl, pyridazinyl, indolyl, isoindolyl, indazolyl, quinolyl, isoquinolyl, naphthyridinyl and quinozalinyl, where R is unsubstituted or substituted with one or more substituents selected

from chloro, fluoro, amino, hydroxy, methyl, ethyl, propyl, trifluoromethyl, methoxy and ethoxy;

wherein R^1 is selected from phenyl, tetrahydronaphthyl, naphthyl, isoquinolyl, quinolyl, pyridyl, pyrimidinyl, pyridazinyl, indolyl, isoindolyl, naphthyridinyl, quinozalinyl, tetrahydroquinolinyl, indazolyl, benzothienyl, benzofuryl, benzimidazolyl, benzoxazolyl, or benzthiazolyl, where R^1 is unsubstituted or substituted with one or more substituents selected

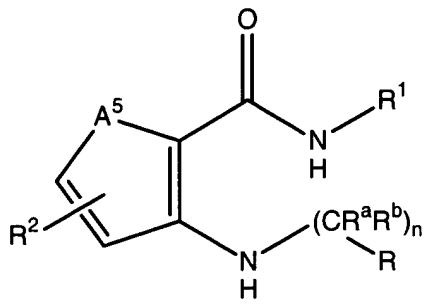
from chloro, fluoro, amino, hydroxy, cyclohexyl, phenylmethyl, morpholinylmethyl, methylpiperdinylmethyl, methylpiperazinylmethyl, ethyl, propyl, trifluoromethyl, phenyloxy, methoxy and ethoxy; and

wherein R^2 is one or more substituents independently selected from H, chloro, fluoro, bromo, amino, hydroxy, methyl, ethyl, propyl, trifluoromethyl, methoxy, ethoxy, trifluoromethoxy, carboxymethyl, unsubstituted or substituted phenyl and unsubstituted or substituted heteroaryl selected

from thienyl, furanyl, pyridyl, imidazolyl, and pyrazolyl;

and pharmaceutically acceptable salts thereof.

Claim 23 (original): A compound of Claim 1 having the Formula V



V

wherein A^5 is selected from S, O and NR^6;

wherein R^a and R^b are independently selected from H, halo, C_{1-4}-alkyl and $-N(R^6)_2$;

wherein n is 1-2;

wherein R is selected from

a) unsubstituted or substituted 5- or 6-membered nitrogen-containing heteroaryl, and

b) unsubstituted or substituted 9- or 10-membered fused nitrogen-containing heteroaryl,

where R is substituted with one or more substituents selected from halo, amino, hydroxy, C_{1-6}-alkyl, C_{1-6}-haloalkyl and C_{1-6}-alkoxy;

wherein R^1 is selected from unsubstituted or substituted

aryl,

5-6 membered heteroaryl and

9-10 membered fused heteroaryl,

wherein substituted R^1 is substituted with one or more substituents selected from halo, C_{1-6}-alkyl, optionally substituted C_{3-6}-cycloalkyl, optionally substituted phenyl, C_{1-6}-haloalkoxy, optionally substituted phenyloxy, benzyl, optionally substituted 5-6 membered heterocyclyl-C_1.C_2-alkylenyl, optionally substituted heteroaryl, optionally substituted heteroaryloxy, C_{1-6}-haloalkyl, and C_{1-6}-alkoxy;

wherein R^2 is one or more substituents independently selected from

H,

halo,

C_{1-6}-alkyl,

C_{1-6}-haloalkyl,

C_{1-6}-alkoxy,

C_{1-6}-haloalkoxy,

C_{1-6}-carboxyalkyl,

unsubstituted or substituted aryl and

unsubstituted or substituted 5-6 membered heteroaryl; and

wherein R^6 is H or C_{1-6}-alkyl;

and pharmaceutically acceptable isomers and salts thereof.

Claim 24 (original): Compound of Claim 23 wherein R^a and R^b are H;

wherein n is 1-2;

wherein R is selected from 4-pyridyl, pyrimidinyl, pyridazinyl, indolyl, isoindolyl, indazolyl, quinolyl, isoquinolyl, naphthyridinyl and quinozalinyl, where R is unsubstituted or substituted with one or more substituents selected

from chloro, fluoro, amino, hydroxy, methyl, ethyl, propyl, trifluoromethyl, methoxy and ethoxy;

wherein R^1 is selected from phenyl, tetrahydronaphthyl, naphthyl, isoquinolyl, quinolyl, pyridyl, pyrimidinyl, pyridazinyl, indolyl, isoindolyl, naphthyridinyl, quinozalinyl, tetrahydroquinolinyl, indazolyl, benzothienyl, benzofuryl, benzimidazolyl, benzoxazolyl, or benzthiazolyl, where R^1 is unsubstituted or substituted with one or more substituents selected

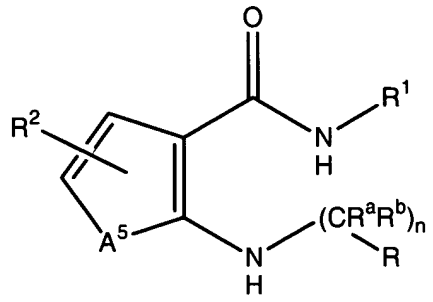
from chloro, fluoro, amino, hydroxy, cyclohexyl, phenylmethyl, morpholinylmethyl, methylpiperdinylmethyl, methylpiperazinylmethyl, ethyl, propyl, trifluoromethyl, phenyloxy, methoxy and ethoxy; and

wherein R^2 is one or more substituents independently selected from H, chloro, fluoro, bromo, amino, hydroxy, methyl, ethyl, propyl, trifluoromethyl, methoxy, ethoxy, trifluoromethoxy, carboxymethyl, unsubstituted or substituted phenyl and unsubstituted or substituted heteroaryl selected

from thienyl, furanyl, pyridyl, imidazolyl, and pyrazolyl;

and pharmaceutically acceptable salts thereof.

Claim 25 (original): A compound of Claim 1 having the Formula



VI

wherein A^5 is selected from S, O and NR^6;

wherein R^a and R^b are independently selected from H, halo, C_{1-4}-alkyl and $-N(R^6)_2$;

wherein n is 1-2;

wherein R is selected from

a) unsubstituted or substituted 5- or 6-membered nitrogen-containing heteroaryl, and

b) unsubstituted or substituted 9- or 10-membered fused nitrogen-containing heteroaryl,

where R is substituted with one or more substituents selected from halo, amino, hydroxy, C_{1-6}-alkyl, C_{1-6}-haloalkyl and C_{1-6}-alkoxy;

wherein R^1 is selected from unsubstituted or substituted

aryl,

5-6 membered heteroaryl and

9-10 membered fused heteroaryl,

wherein substituted R^1 is substituted with one or more substituents selected from halo, C_{1-6}-alkyl, optionally substituted C_{3-6}-cycloalkyl, optionally substituted phenyl, C_{1-6}-haloalkoxy, optionally substituted phenyloxy, benzyl, optionally substituted 5-6 membered heterocyclyl-C_1-C_2-alkylenyl, optionally substituted heteroaryl, optionally substituted heteroaryloxy, C_{1-6}-haloalkyl, and C_{1-6}-alkoxy;

wherein R^2 is one or more substituents independently selected from

H,

halo,

C_{1-6}-alkyl,

C_{1-6}-haloalkyl,

C_{1-6}-alkoxy,

C_{1-6}-haloalkoxy,

C_{1-6}-carboxyalkyl,

unsubstituted or substituted aryl and

unsubstituted or substituted 5-6 membered heteroaryl; and

wherein R^6 is H or C_{1-6}-alkyl;

and pharmaceutically acceptable isomers and salts thereof.

Claim 26 (original): Compound of Claim 25 wherein R^a and R^b are H;

wherein n is 1-2;

wherein R is selected from 4-pyridyl, pyrimidinyl, pyridazinyl, indolyl, isoindolyl, indazolyl, quinolyl, isoquinolyl, naphthyridinyl and quinozalinyl, where R is unsubstituted or substituted with one or more substituents selected

from chloro, fluoro, amino, hydroxy, methyl, ethyl, propyl, trifluoromethyl, methoxy and ethoxy;

wherein R^1 is selected from phenyl, tetrahydronaphthyl, naphthyl, isoquinolyl, quinolyl, pyridyl, pyrimidinyl, pyridazinyl, indolyl, isoindolyl, naphthyridinyl, quinozalinyl, tetrahydroquinolinyl, indazolyl, benzothienyl,

benzofuryl, benzimidazolyl, benzoxazolyl, or benzthiazolyl, where R^1 is unsubstituted or substituted with one or more substituents selected

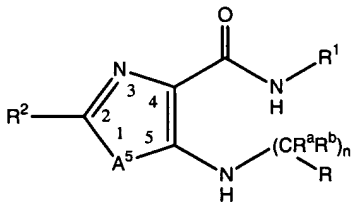
from chloro, fluoro, amino, hydroxy, cyclohexyl, phenylmethyl, morpholinylmethyl, methylpiperdinylmethyl, methylpiperazinylmethyl, ethyl, propyl, trifluoromethyl, phenyloxy, methoxy and ethoxy; and

wherein R^2 is one or more substituents independently selected from H, chloro, fluoro, bromo, amino, hydroxy, methyl, ethyl, propyl, trifluoromethyl, methoxy, ethoxy, trifluoromethoxy, carboxymethyl, unsubstituted or substituted phenyl and unsubstituted or substituted heteroaryl selected

from thienyl, furanyl, pyridyl, imidazolyl, and pyrazolyl;

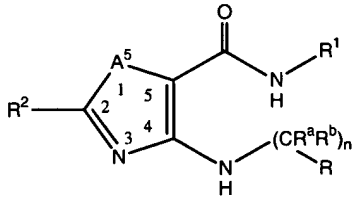
and pharmaceutically acceptable salts thereof.

Claim 27 (original): A compound of Claim 1 having the Formula



VIIa

and



VIIb

wherein A^5 is selected from S, O and NR^6;

wherein R^a and R^b are independently selected from H, halo, C_{1-4}-alkyl and $-N(R^6)_2$;

wherein n is 1-2;

wherein R is selected from

a) unsubstituted or substituted 5- or 6-membered nitrogen-containing heteroaryl, and

b) unsubstituted or substituted 9- or 10-membered fused nitrogen-containing heteroaryl,

where R is substituted with one or more substituents selected from halo, amino, hydroxy, C_{1-6}-alkyl, C_{1-6}-haloalkyl and C_{1-6}-alkoxy;

wherein R^1 is selected from unsubstituted or substituted

aryl,

5-6 membered heteroaryl and

9-10 membered fused heteroaryl,

wherein substituted R^1 is substituted with one or more substituents selected from halo, C_{1-6}-alkyl, optionally substituted C_{3-6}-cycloalkyl, optionally substituted phenyl, C_{1-6}-haloalkoxy, optionally substituted phenyloxy, benzyl, optionally substituted 5-6 membered heterocyclyl-C_1.C_2-alkylenyl, optionally substituted heteroaryl, optionally substituted heteroaryloxy, C_{1-6}-haloalkyl, and C_{1-6}-alkoxy;

wherein R^2 is one or more substituents independently selected from

H,

halo,

C_{1-6}-alkyl,

C_{1-6}-haloalkyl,

C_{1-6}-alkoxy,

C_{1-6}-haloalkoxy,

C_{1-6}-carboxyalkyl,

unsubstituted or substituted aryl and

unsubstituted or substituted 5-6 membered heteroaryl; and

wherein R^6 is H or C_{1-6}-alkyl;

and pharmaceutically acceptable isomers and salts thereof.

Claim 28 (original): Compound of Claim 27 wherein R^a and R^b are H;

wherein n is 1-2;

wherein R is selected from 4-pyridyl, pyrimidinyl, pyridazinyl, indolyl, isoindolyl, indazolyl, quinolyl, isoquinolyl, naphthyridinyl and quinozalinyl, where R is unsubstituted or substituted with one or more substituents selected

from chloro, fluoro, amino, hydroxy, methyl, ethyl, propyl, trifluoromethyl, methoxy and ethoxy;

wherein R^1 is selected from phenyl, tetrahydronaphthyl, naphthyl, isoquinolyl, quinolyl, pyridyl, pyrimidinyl, pyridazinyl, indolyl, isoindolyl, naphthyridinyl, quinozalinyl, tetrahydroquinolinyl, indazolyl, benzothienyl, benzofuryl, benzimidazolyl, benzoxazolyl, or benzthiazolyl, where R^1 is unsubstituted or substituted with one or more substituents selected

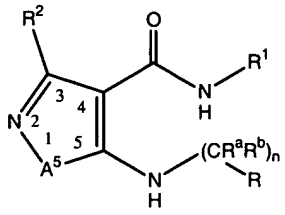
from chloro, fluoro, amino, hydroxy, cyclohexyl, phenylmethyl, morpholinylmethyl, methylpiperdinylmethyl, methylpiperazinylmethyl, ethyl, propyl, trifluoromethyl, phenyloxy, methoxy and ethoxy; and

wherein R^2 is one or more substituents independently selected from H, chloro, fluoro, bromo, amino, hydroxy, methyl, ethyl, propyl, trifluoromethyl, methoxy, ethoxy, trifluoromethoxy, carboxymethyl, unsubstituted or substituted phenyl and unsubstituted or substituted heteroaryl selected

from thienyl, furanyl, pyridyl, imidazolyl, and pyrazolyl;

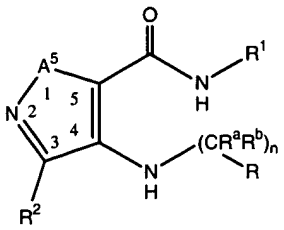
and pharmaceutically acceptable salts thereof.

Claim 29 (original): Compound of Claim 1 of the Formulas



VIIIa

and



VIIIb

wherein A^5 is selected from S, O and NR^6;

wherein R^a and R^b are independently selected from H, halo, C_{1-4}-alkyl and $-N(R^6)_2$;

wherein n is 1-2;

wherein R is selected from

a) unsubstituted or substituted 5- or 6-membered nitrogen-containing heteroaryl, and

b) unsubstituted or substituted 9- or 10-membered fused nitrogen-containing heteroaryl,

where R is substituted with one or more substituents selected from halo, amino, hydroxy, C_{1-6}-alkyl, C_{1-6}-haloalkyl and C_{1-6}-alkoxy;

wherein R^1 is selected from unsubstituted or substituted

aryl,

5-6 membered heteroaryl and

9-10 membered fused heteroaryl,

wherein substituted R^1 is substituted with one or more substituents selected from halo, C_{1-6}-alkyl, optionally substituted C_{3-6}-cycloalkyl, optionally substituted phenyl, C_{1-6}-haloalkoxy, optionally substituted phenyloxy, benzyl, optionally substituted 5-6 membered heterocyclyl-C_1C_2-alkylenyl, optionally substituted heteroaryl, optionally substituted heteroaryloxy, C_{1-6}-haloalkyl, and C_{1-6}-alkoxy;

wherein R^2 is one or more substituents independently selected from

H,

halo,

C_{1-6}-alkyl,

C_{1-6}-haloalkyl,

C_{1-6}-alkoxy,

C_{1-6}-haloalkoxy,

C_{1-6}-carboxyalkyl,

unsubstituted or substituted aryl and

unsubstituted or substituted 5-6 membered heteroaryl; and

wherein R^6 is H or C_{1-6}-alkyl;

and pharmaceutically acceptable isomers and salts thereof.

Claim 30 (original): Compound of Claim 29 wherein R^a and R^b are H;

wherein n is 1-2;

wherein R is selected from 4-pyridyl, pyrimidinyl, pyridazinyl, indolyl, isoindolyl, indazolyl, quinolyl, isoquinolyl, naphthyridinyl and quinozalinyl, where R is unsubstituted or substituted with one or more substituents selected

from chloro, fluoro, amino, hydroxy, methyl, ethyl, propyl, trifluoromethyl, methoxy and ethoxy;

wherein R^1 is selected from phenyl, tetrahydronaphthyl, naphthyl, isoquinolyl, quinolyl, pyridyl, pyrimidinyl, pyridazinyl, indolyl, isoindolyl, naphthyridinyl, quinozalinyl, tetrahydroquinolinyl, indazolyl, benzothienyl, benzofuryl, benzimidazolyl, benzoxazolyl, or benzthiazolyl, where R^1 is unsubstituted or substituted with one or more substituents selected

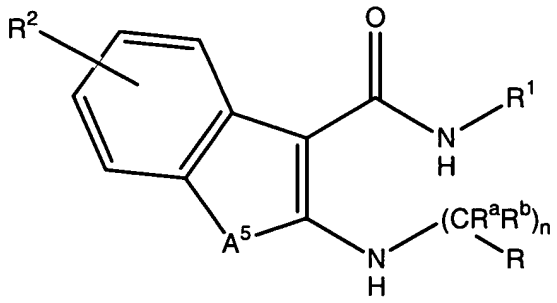
from chloro, fluoro, amino, hydroxy, cyclohexyl, phenylmethyl, morpholinylmethyl, methylpiperdinylmethyl, methylpiperazinylmethyl, ethyl, propyl, trifluoromethyl, phenyloxy, methoxy and ethoxy; and

wherein R^2 is one or more substituents independently selected from H, chloro, fluoro, bromo, amino, hydroxy, methyl, ethyl, propyl, trifluoromethyl, methoxy, ethoxy, trifluoromethoxy, carboxymethyl, unsubstituted or substituted phenyl and unsubstituted or substituted heteroaryl selected

from thienyl, furanyl, pyridyl, imidazolyl, and pyrazolyl;

and pharmaceutically acceptable salts thereof.

Claim 31 (original): Compound of Claim 1 of the Formula



IX

wherein A^5 is selected from S, O and NR^6;

wherein R^a and R^b are independently selected from H, halo, C_{1-4}-alkyl and $-N(R^6)_2$;

wherein n is 1-2;

wherein R is selected from

a) unsubstituted or substituted 5- or 6-membered nitrogen-containing heteroaryl, and

b) unsubstituted or substituted 9- or 10-membered fused nitrogen-containing heteroaryl,

where R is substituted with one or more substituents selected from halo, amino, hydroxy, C_{1-6}-alkyl, C_{1-6}-haloalkyl and C_{1-6}-alkoxy;

wherein R^1 is selected from unsubstituted or substituted

aryl,

5-6 membered heteroaryl and

9-10 membered fused heteroaryl,

wherein substituted R^1 is substituted with one or more substituents selected from halo, C_{1-6}-alkyl, optionally substituted C_{3-6}-cycloalkyl, optionally substituted phenyl, C_{1-6}-haloalkoxy, optionally substituted phenyloxy, benzyl, optionally substituted 5-6 membered heterocyclyl-C_1-C_2-alkylenyl, optionally substituted heteroaryl, optionally substituted heteroaryloxy, C_{1-6}-haloalkyl, and C_{1-6}-alkoxy;

wherein R^2 is one or more substituents independently selected from

H,

halo,

C_{1-6}-alkyl,

C_{1-6}-haloalkyl,

C_{1-6}-alkoxy,

C_{1-6}-haloalkoxy,

C_{1-6}-carboxyalkyl,

unsubstituted or substituted aryl and

unsubstituted or substituted 5-6 membered heteroaryl; and

wherein R^6 is H or C_{1-6}-alkyl;

and pharmaceutically acceptable isomers and salts thereof.

Claim 32 (original): Compound of Claim 31 wherein R^a and R^b are H;

wherein n is 1-2;

wherein R is selected from 4-pyridyl, pyrimidinyl, pyridazinyl, indolyl, isoindolyl, indazolyl, quinolyl, isoquinolyl, naphthyridinyl and quinozalinyl, where R is unsubstituted or substituted with one or more substituents selected

from chloro, fluoro, amino, hydroxy, methyl, ethyl, propyl, trifluoromethyl, methoxy and ethoxy;

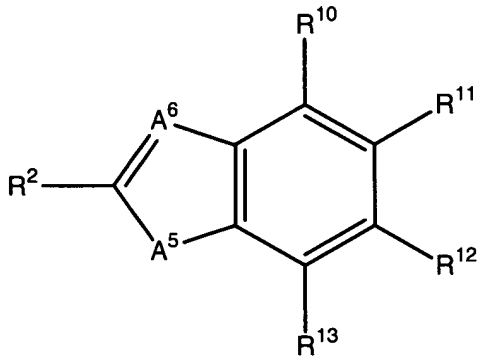
wherein R^1 is selected from phenyl, tetrahydronaphthyl, naphthyl, isoquinolyl, quinolyl, pyridyl, pyrimidinyl, pyridazinyl, indolyl, isoindolyl, naphthyridinyl, quinozalinyl, tetrahydroquinolinyl, indazolyl, benzothienyl, benzofuryl, benzimidazolyl, benzoxazolyl, or benzthiazolyl, where R^1 is unsubstituted or substituted with one or more substituents selected

from chloro, fluoro, amino, hydroxy, cyclohexyl, phenylmethyl, morpholinylmethyl, methylpiperdinylmethyl, methylpiperazinylmethyl, ethyl, propyl, trifluoromethyl, phenyloxy, methoxy and ethoxy; and

wherein R^2 is one or more substituents independently selected from H, chloro, fluoro, bromo, amino, hydroxy, methyl, ethyl, propyl, trifluoromethyl, methoxy, ethoxy, trifluoromethoxy, carboxymethyl, unsubstituted or substituted phenyl and unsubstituted or substituted heteroaryl selected from thienyl, furanyl, pyridyl, imidazolyl, and pyrazolyl;

and pharmaceutically acceptable salts thereof.

Claim 33 (original): Compound of Claim 1 of the Formula



X

wherein A^5 is selected from S, O and NR^6;

wherein A^6 is selected from CR^2 and N;

wherein R is selected from

a) unsubstituted or substituted 5- or 6-membered nitrogen-containing heteroaryl, and

b) unsubstituted or substituted 9- or 10-membered fused nitrogen-containing heteroaryl,

where R is substituted with one or more substituents selected from halo, amino, hydroxy, C_{1-6}-alkyl, C_{1-6}-haloalkyl and C_{1-6}-alkoxy;

wherein R^1 is selected from unsubstituted or substituted

aryl,

5-6 membered heteroaryl and

9-10 membered fused heteroaryl,

wherein substituted R^1 is substituted with one or more substituents selected from halo, C_{1-6}-alkyl, optionally substituted C_{3-6}-cycloalkyl, optionally substituted phenyl, C_{1-6}-haloalkoxy, optionally substituted phenyloxy, benzyl, optionally substituted 5-6 membered heterocyclyl-C_1-C_2-alkylenyl, optionally substituted heteroaryl, optionally substituted heteroaryloxy, C_{1-6}-haloalkyl, and C_{1-6}-alkoxy;

wherein R^2 is one or more substituents independently selected from

H,

halo,

C_{1-6}-alkyl,

C_{1-6}-haloalkyl,

C_{1-6}-alkoxy,

C_{1-6}-haloalkoxy,

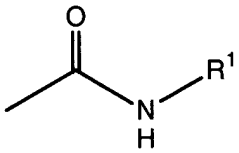
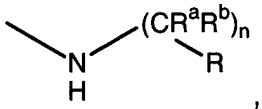
C_{1-6}-carboxyalkyl,

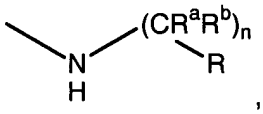
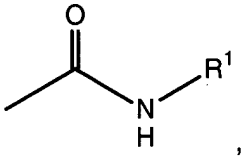
unsubstituted or substituted aryl and

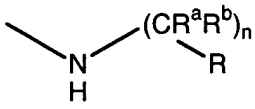
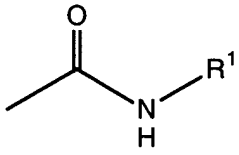
unsubstituted or substituted 5-6 membered heteroaryl; and

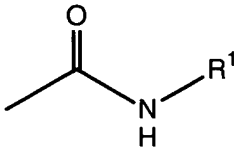
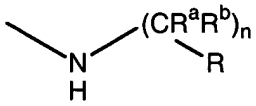
wherein R^6 is H or C_{1-6}-alkyl;

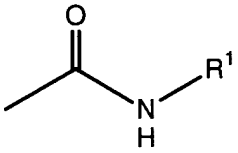
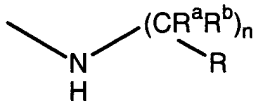
wherein

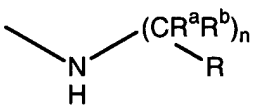
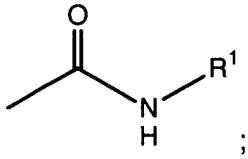
a) R^{10} is  , R^{11} is  , R^{12} is H, and R^{13} is H; or

b) R^{10} is  , R^{11} is  , R^{12} is H, and R^{13} is H; or

c) R^{10} is H, R^{11} is  , R^{12} is  , and R^{13} is H; or

d) R^{10} is H, R^{11} is  , R^{12} is  , and R^{13} is H; or

e) R^{10} is H, R^{11} is H, R^{12} is  , and R^{13} is  ; or

f) R^{10} is H, R^{11} is H, R^{12} is  , and R^{13} is  ;

wherein R^a and R^b are independently selected from H, halo, C_{1-4}-alkyl and $-N(R^6)_2$; and

wherein n is 1-2;

and pharmaceutically acceptable isomers and salts thereof.

Claim 34 (original): Compound of Claim 33 wherein R^a and R^b are H;

wherein n is 1-2;

wherein R is selected from 4-pyridyl, pyrimidinyl, pyridazinyl, indolyl, isoindolyl, indazolyl, quinolyl, isoquinolyl, naphthyridinyl and quinozalinyl, where R is unsubstituted or substituted with one or more substituents selected

from chloro, fluoro, amino, hydroxy, methyl, ethyl, propyl, trifluoromethyl, methoxy and ethoxy;

wherein R^1 is selected from phenyl, tetrahydronaphthyl, naphthyl, isoquinolyl, quinolyl, pyridyl, pyrimidinyl, pyridazinyl, indolyl, isoindolyl, naphthyridinyl, quinozalinyl, tetrahydroquinolinyl, indazolyl, benzothienyl, benzofuryl, benzimidazolyl, benzoxazolyl, or benzthiazolyl, where R^1 is unsubstituted or substituted with one or more substituents selected

from chloro, fluoro, amino, hydroxy, cyclohexyl, phenylmethyl, morpholinylmethyl, methylpiperdinylmethyl, methylpiperazinylmethyl, ethyl, propyl, trifluoromethyl, phenyloxy, methoxy and ethoxy; and

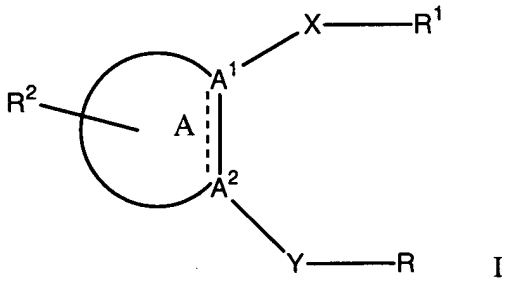
wherein R^2 is one or more substituents independently selected from H, chloro, fluoro, bromo, amino, hydroxy, methyl, ethyl, propyl, trifluoromethyl, methoxy, ethoxy, trifluoromethoxy, carboxymethyl, unsubstituted or substituted phenyl and unsubstituted or substituted heteroaryl selected

from thienyl, furanyl, pyridyl, imidazolyl, and pyrazolyl;

and pharmaceutically acceptable salts thereof.

Claim 35 (currently amended): A pharmaceutical composition comprising ~~a pharmaceutically acceptable~~ an inert carrier and an effective amount of a compound ~~as in~~ from any one of Claims 1-34.

Claim 36 (original): A method of treating cancer in a subject, said method comprising administering an effective amount of a compound of Formula I



I

wherein each of A^1 and A^2 is independently C or N;

wherein ring A is selected from

a) 5- or 6-membered partially saturated heterocyclyl,

b) 5- or 6-membered heteroaryl,

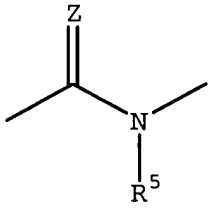
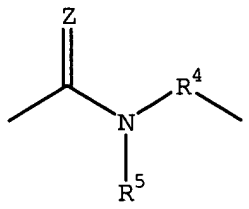
c) 9- or 10-membered fused partially saturated heterocyclyl,

d) 9-, 10- or 11-membered fused heteroaryl;

e) naphthyl, and

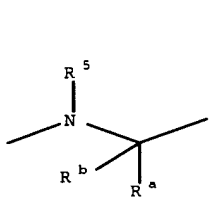
f) 4-, 5- or 6- membered cycloalkenyl;

wherein X is selected from


and

;

wherein Z is oxygen or sulfur;

wherein Y is selected from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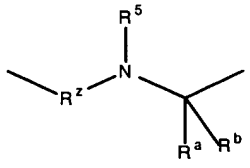
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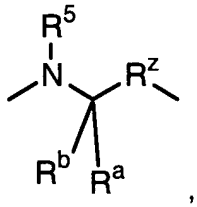
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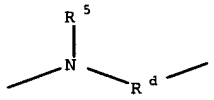
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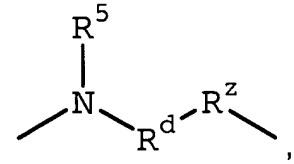
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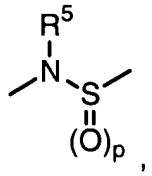
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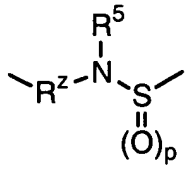
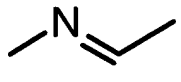

, and

;

wherein p is 0 to 2,

wherein R^a and R^b are independently selected from H, halo, cyano, -NHR^6 and C_{1-4}-alkyl substituted with R^2, or

wherein R^a and R^b together form C_3-C_6 cycloalkyl;

wherein R^z is selected from C_1-C_4 alkylenyl, where one of the CH_2 groups may be substituted with an oxygen atom or an -NH-;

wherein R^d is cycloalkyl;

wherein R is selected from

a) substituted or unsubstituted 5-6 membered heterocyclyl, and

b) substituted or unsubstituted fused 9-, 10- or 11-membered heterocyclyl;

wherein substituted R is substituted with one or more substituents independently selected from halo, $-OR^3$, $-SR^3$, $-SO_2R^3$,$-CO_2R^3$, $-CONR^3R^3$, $-COR^3$, $-NR^3R^3$, $-SO_2NR^3R^3$, $-NR^3C(O)OR^3$, $-NR^3C(O)R^3$, cycloalkyl, optionally substituted 5-6 membered heterocyclyl, optionally substituted phenyl, lower alkyl substituted with R^2, cyano, nitro, lower alkenyl and lower alkynyl;

wherein R^1 is selected from

a) substituted or unsubstituted 6-10 membered aryl,

b) substituted or unsubstituted 5-6 membered heterocyclyl,

c) substituted or unsubstituted 9-11 membered fused heterocyclyl,

d) cycloalkyl, and

e) cycloalkenyl,

wherein substituted R^1 is substituted with one or more substituents independently selected from halo, $-OR^3$, $-SR^3$, $-CO_2R^3$, $-CONR^3R^3$, $-COR^3$, $-NR^3R^3$, $-NH(C_1-C_4$ alkylenyl$R^{14})$, $-SO_2R^3$, $-SO_2NR^3R^3$, $-NR^3C(O)OR^3$, $-NR^3C(O)R^3$, optionally substituted cycloalkyl, optionally substituted 5-6 membered heterocyclyl, optionally substituted phenyl, lower alkyl substituted with R^2, cyano, nitro, lower alkenyl and lower alkynyl;

wherein R^2 is one or more substituents independently selected from H, halo, $-OR^3$, oxo, $-SR^3$, $-CO_2R^3$, $-COR^3$, $-CONR^3R^3$, $-NR^3R^3$, $-SO_2NR^3R^3$, $-NR^3C(O)OR^3$, $-NR^3C(O)R^3$, cycloalkyl, optionally substituted phenylalkylenyl, optionally substituted 5-6 membered heterocyclyl, optionally substituted heteroarylalkylenyl, optionally substituted phenyl, lower alkyl, cyano, lower hydroxyalkyl, lower carboxyalkyl, nitro, lower alkenyl, lower alkynyl, lower aminoalkyl, lower alkylaminoalkyl and lower haloalkyl;

wherein R^3 is selected from H, lower alkyl, phenyl, 5-6 membered heterocyclyl, C_3-C_6 cycloalkyl, and lower haloalkyl;

wherein R^4 is independently selected from C_2-C_4 alkylenyl, C_2-C_4 alkenylenyl and C_2-C_4 alkynylenyl, where one of the CH_2 groups may be substituted with an oxygen atom or an -NH-;

wherein R^5 is selected from H, lower alkyl, phenyl and lower aralkyl; and

wherein R^6 is selected from H or C_{1-6}-alkyl;

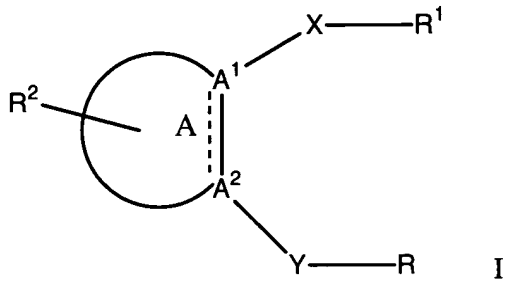
wherein R^{14} is selected from H, phenyl, 5-6 membered heterocyclyl and C_3-C_6 cycloalkyl;

and pharmaceutically acceptable salts thereof;

provided A is not naphthyl when X is -C(O)NH- and when R^1 is phenyl when Y is $-NCH_2-$ and when R is 4-pyridyl; and further provided R is not unsubstituted 2-thienyl, 2-pyridyl or 3-pyridyl when Y is $-NHCH_2-$.

Claim 37 (original): The method of Claim 36 comprising a combination with a compound selected from antibiotic-type agents, alkylating agents, antimetabolite agents, hormonal agents, immunological agents, interferon-type agents and miscellaneous agents.

Claim 38 (original): A method of treating angiogenesis in a subject, said method comprising administering an effective amount of a compound as in any of Formula I



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wherein each of A^1 and A^2 is independently C or N;

wherein ring A is selected from

a) 5- or 6-membered partially saturated heterocyclyl,

b) 5- or 6-membered heteroaryl,

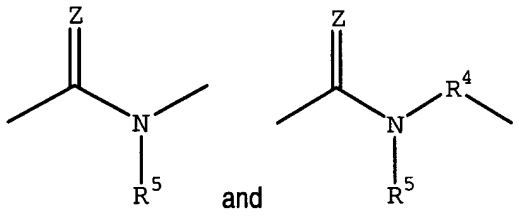
c) 9- or 10-membered fused partially saturated heterocyclyl,

d) 9-, 10- or 11-membered fused heteroaryl;

e) naphthyl, and

f) 4-, 5- or 6- membered cycloalkenyl;

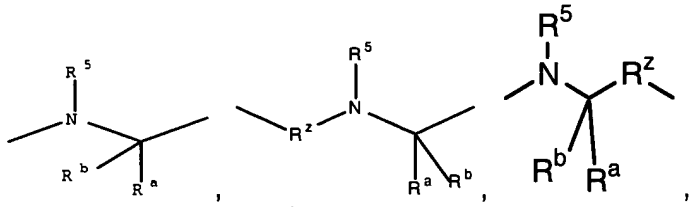
wherein X is selected from



;

wherein Z is oxygen or sulfur;

wherein Y is selected from



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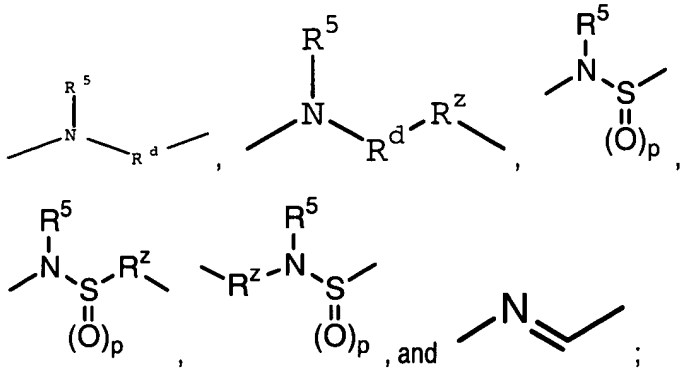


wherein p is 0 to 2,

wherein R^a and R^b are independently selected from H, halo, cyano, $-NHR^6$ and C_{1-4}-alkyl substituted with R^2, or

wherein R^a and R^b together form C_3-C_6 cycloalkyl;

wherein R^z is selected from C_1-C_4 alkylenyl, where one of the CH_2 groups may be substituted with an oxygen atom or an -NH-;

wherein R^d is cycloalkyl;

wherein R is selected from

a) substituted or unsubstituted 5-6 membered heterocyclyl, and

b) substituted or unsubstituted fused 9-, 10- or 11-membered heterocyclyl;

wherein substituted R is substituted with one or more substituents independently selected from halo, $-OR^3$, $-SR^3$, $-SO_2R^3$, $-CO_2R^3$, $-CONR^3R^3$, $-COR^3$, $-NR^3R^3$, $-SO_2NR^3R^3$, $-NR^3C(O)OR^3$, $-NR^3C(O)R^3$, cycloalkyl, optionally substituted 5-6 membered heterocyclyl, optionally substituted phenyl, lower alkyl substituted with R^2, cyano, nitro, lower alkenyl and lower alkynyl;

wherein R^1 is selected from

a) substituted or unsubstituted 6-10 membered aryl,

b) substituted or unsubstituted 5-6 membered heterocyclyl,

c) substituted or unsubstituted 9-11 membered fused heterocyclyl,

d) cycloalkyl, and

e) cycloalkenyl,

wherein substituted R^1 is substituted with one or more substituents independently selected from halo, $-OR^3$, $-SR^3$, $-CO_2R^3$, $-CONR^3R^3$, $-COR^3$, $-NR^3R^3$, $-NH(C_1$-C_4 alkylenyl$R^{14})$, $-SO_2R^3$, $-SO_2NR^3R^3$, $-NR^3C(O)OR^3$, $-NR^3C(O)R^3$, optionally substituted cycloalkyl, optionally substituted 5-6 membered heterocyclyl, optionally substituted phenyl, lower alkyl substituted with R^2, cyano, nitro, lower alkenyl and lower alkynyl;

wherein R^2 is one or more substituents independently selected from H, halo, $-OR^3$, oxo, $-SR^3$, $-CO_2R^3$, $-COR^3$, $-CONR^3R^3$, $-NR^3R^3$, $-SO_2NR^3R^3$, $-NR^3C(O)OR^3$, $-NR^3C(O)R^3$, cycloalkyl, optionally substituted phenylalkylenyl, optionally substituted 5-6 membered heterocyclyl, optionally substituted heteroarylalkylenyl, optionally

substituted phenyl, lower alkyl, cyano, lower hydroxyalkyl, lower carboxyalkyl, nitro, lower alkenyl, lower alkynyl, lower aminoalkyl, lower alkylaminoalkyl and lower haloalkyl;

wherein R^3 is selected from H, lower alkyl, phenyl, 5-6 membered heterocyclyl, C_3-C_6 cycloalkyl, and lower haloalkyl;

wherein R^4 is independently selected from C_2-C_4 alkylenyl, C_2-C_4 alkenylenyl and C_2-C_4 alkynylenyl, where one of the CH_2 groups may be substituted with an oxygen atom or an -NH-;

wherein R^5 is selected from H, lower alkyl, phenyl and lower aralkyl; and

wherein R^6 is selected from H or C_{1-6}-alkyl;

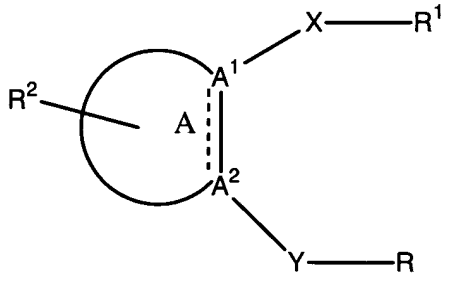
wherein R^{14} is selected from H, phenyl, 5-6 membered heterocyclyl and C_3-C_6 cycloalkyl;

and pharmaceutically acceptable salts thereof;

provided A is not naphthyl when X is -C(O)NH- and when R^1 is phenyl when Y is -NCH_2- and when R is 4-pyridyl; and further provided R is not unsubstituted 2-thienyl, 2-pyridyl or 3-pyridyl when Y is -$NHCH_2$-.

Claim 39 (canceled).

Claim 40 (original): A method of treating KDR-related disorders in a mammal, said method comprising administering an effective amount of a compound of Formula I



I

wherein each of A^1 and A^2 is independently C or N;

wherein ring A is selected from

a) 5- or 6-membered partially saturated heterocyclyl,

b) 5- or 6-membered heteroaryl,

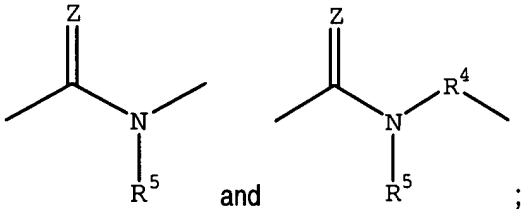
c) 9- or 10-membered fused partially saturated heterocyclyl,

d) 9-, 10- or 11-membered fused heteroaryl;

e) naphthyl, and

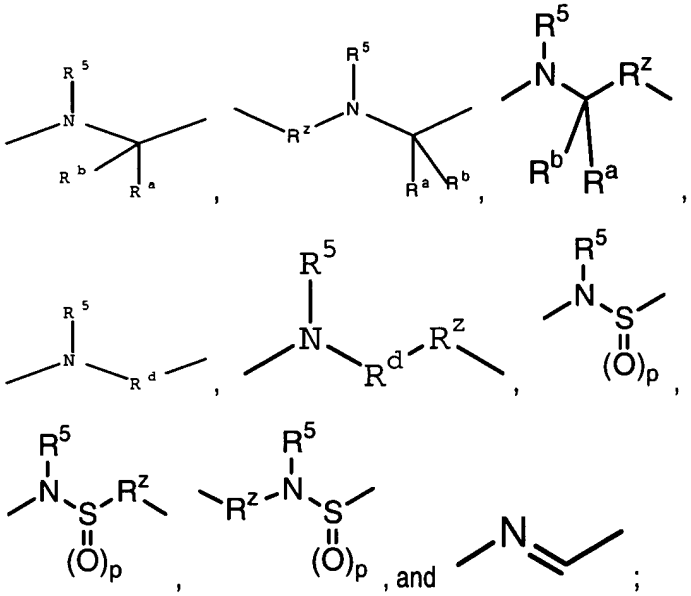
f) 4-, 5- or 6- membered cycloalkenyl;

wherein X is selected from

 and ;

wherein Z is oxygen or sulfur;

wherein Y is selected from



wherein p is 0 to 2,

wherein R^a and R^b are independently selected from H, halo, cyano, $-NHR^6$ and C_{1-4}-alkyl substituted with R^2, or

wherein R^a and R^b together form C_3-C_6 cycloalkyl;

wherein R^z is selected from C_1-C_4 alkylenyl, where one of the CH_2 groups may be substituted with an oxygen atom or an -NH-;

wherein R^d is cycloalkyl;

wherein R is selected from

a) substituted or unsubstituted 5-6 membered heterocyclyl, and

b) substituted or unsubstituted fused 9-, 10- or 11-membered heterocyclyl;

wherein substituted R is substituted with one or more substituents independently selected from halo, $-OR^3$, $-SR^3$, $-SO_2R^3$, $-CO_2R^3$, $-CONR^3R^3$, $-COR^3$, $-NR^3R^3$, $-SO_2NR^3R^3$, $-NR^3C(O)OR^3$, $-NR^3C(O)R^3$, cycloalkyl, optionally substituted 5-6 membered heterocyclyl, optionally substituted phenyl, lower alkyl substituted with R^2, cyano, nitro, lower alkenyl and lower alkynyl;

wherein R^1 is selected from

a) substituted or unsubstituted 6-10 membered aryl,

b) substituted or unsubstituted 5-6 membered heterocyclyl,

c) substituted or unsubstituted 9-11 membered fused heterocyclyl,

d) cycloalkyl, and

e) cycloalkenyl,

wherein substituted R^1 is substituted with one or more substituents independently selected from halo, $-OR^3$, $-SR^3$, $-CO_2R^3$, $-CONR^3R^3$, $-COR^3$, $-NR^3R^3$, $-NH(C_1-C_4$ alkylenyl$R^{14})$, $-SO_2R^3$, $-SO_2NR^3R^3$, $-NR^3C(O)OR^3$, $-NR^3C(O)R^3$, optionally substituted cycloalkyl, optionally substituted 5-6 membered heterocyclyl, optionally substituted phenyl, lower alkyl substituted with R^2, cyano, nitro, lower alkenyl and lower alkynyl;

wherein R^2 is one or more substituents independently selected from H, halo, $-OR^3$, oxo, $-SR^3$, $-CO_2R^3$, $-COR^3$, $-CONR^3R^3$, $-NR^3R^3$, $-SO_2NR^3R^3$, $-NR^3C(O)OR^3$, $-NR^3C(O)R^3$, cycloalkyl, optionally substituted phenylalkylenyl, optionally substituted 5-6 membered heterocyclyl, optionally substituted heteroarylalkylenyl, optionally substituted phenyl, lower alkyl, cyano, lower hydroxyalkyl, lower carboxyalkyl, nitro, lower alkenyl, lower alkynyl, lower aminoalkyl, lower alkylaminoalkyl and lower haloalkyl;

wherein R^3 is selected from H, lower alkyl, phenyl, 5-6 membered heterocyclyl, C_3-C_6 cycloalkyl, and lower haloalkyl;

wherein R^4 is independently selected from C_2-C_4 alkylenyl, C_2-C_4 alkenylenyl and C_2-C_4 alkynylenyl, where one of the CH_2 groups may be substituted with an oxygen atom or an -NH-;

wherein R^5 is selected from H, lower alkyl, phenyl and lower aralkyl; and

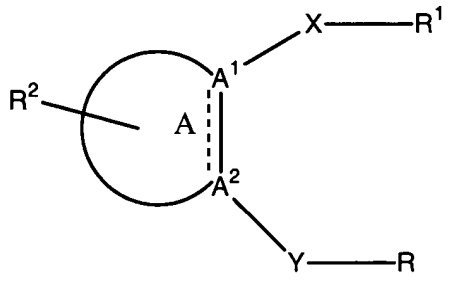
wherein R^6 is selected from H or C_{1-6}-alkyl;

wherein R^{14} is selected from H, phenyl, 5-6 membered heterocyclyl and C_3-C_6 cycloalkyl;

and pharmaceutically acceptable salts thereof;

provided A is not naphthyl when X is -C(O)NH- and when R^1 is phenyl when Y is $-NCH_2-$ and when R is 4-pyridyl; and further provided R is not unsubstituted 2-thienyl, 2-pyridyl or 3-pyridyl when Y is $-NHCH_2-$.

Claim 41 (original): A method of treating proliferative disorders in a mammal, said method comprising administering an effective amount of a compound of Formula I



I

wherein each of A^1 and A^2 is independently C or N;

wherein ring A is selected from

a) 5- or 6-membered partially saturated heterocyclyl,

b) 5- or 6-membered heteroaryl,

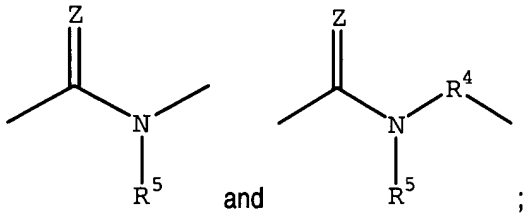
c) 9- or 10-membered fused partially saturated heterocyclyl,

d) 9-, 10- or 11-membered fused heteroaryl;

e) naphthyl, and

f) 4-, 5- or 6- membered cycloalkenyl;

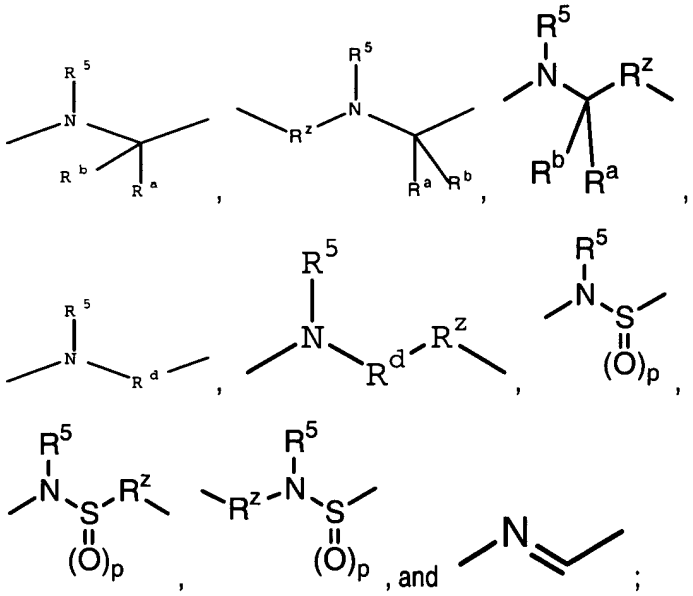
wherein X is selected from



;

wherein Z is oxygen or sulfur;

wherein Y is selected from



;

wherein p is 0 to 2,

wherein R^a and R^b are independently selected from H, halo, cyano, -NHR^6 and C_{1-4}-alkyl substituted with R^2, or

wherein R^a and R^b together form C_3-C_6 cycloalkyl;

wherein R^z is selected from C_1-C_4 alkylenyl, where one of the CH_2 groups may be substituted with an oxygen atom or an -NH-;

wherein R^d is cycloalkyl;

wherein R is selected from

a) substituted or unsubstituted 5-6 membered heterocyclyl, and

b) substituted or unsubstituted fused 9-, 10- or 11-membered heterocyclyl;

wherein substituted R is substituted with one or more substituents independently selected from halo, $-OR^3$, $-SR^3$, $-SO_2R^3$, $-CO_2R^3$, $-CONR^3R^3$, $-COR^3$, $-NR^3R^3$, $-SO_2NR^3R^3$, $-NR^3C(O)OR^3$, $-NR^3C(O)R^3$, cycloalkyl, optionally substituted 5-6 membered heterocyclyl, optionally substituted phenyl, lower alkyl substituted with R^2, cyano, nitro, lower alkenyl and lower alkynyl;

wherein R^1 is selected from

a) substituted or unsubstituted 6-10 membered aryl,

b) substituted or unsubstituted 5-6 membered heterocyclyl,

c) substituted or unsubstituted 9-11 membered fused heterocyclyl,

d) cycloalkyl, and

e) cycloalkenyl,

wherein substituted R^1 is substituted with one or more substituents independently selected from halo, $-OR^3$, $-SR^3$, $-CO_2R^3$, $-CONR^3R^3$, $-COR^3$, $-NR^3R^3$, $-NH(C_1-C_4$ alkylenyl$R^{14})$, $-SO_2R^3$, $-SO_2NR^3R^3$, $-NR^3C(O)OR^3$, $-NR^3C(O)R^3$, optionally substituted cycloalkyl, optionally substituted 5-6 membered heterocyclyl, optionally substituted phenyl, lower alkyl substituted with R^2, cyano, nitro, lower alkenyl and lower alkynyl;

wherein R^2 is one or more substituents independently selected from H, halo, $-OR^3$, oxo, $-SR^3$, $-CO_2R^3$, $-COR^3$, $-CONR^3R^3$, $-NR^3R^3$, $-SO_2NR^3R^3$, $-NR^3C(O)OR^3$, $-NR^3C(O)R^3$, cycloalkyl, optionally substituted phenylalkylenyl, optionally substituted 5-6 membered heterocyclyl, optionally substituted heteroarylalkylenyl, optionally substituted phenyl, lower alkyl, cyano, lower hydroxyalkyl, lower carboxyalkyl, nitro, lower alkenyl, lower alkynyl, lower aminoalkyl, lower alkylaminoalkyl and lower haloalkyl;

wherein R^3 is selected from H, lower alkyl, phenyl, 5-6 membered heterocyclyl, C_3-C_6 cycloalkyl, and lower haloalkyl;

wherein R^4 is independently selected from C_2-C_4 alkylenyl, C_2-C_4 alkenylenyl and C_2-C_4 alkynylenyl, where one of the CH_2 groups may be substituted with an oxygen atom or an -NH-;

wherein R^5 is selected from H, lower alkyl, phenyl and lower aralkyl; and

wherein R^6 is selected from H or C_{1-6}-alkyl;

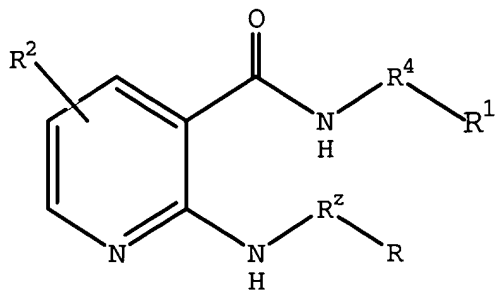
wherein R^{14} is selected from H, phenyl, 5-6 membered heterocyclyl and C_3-C_6 cycloalkyl;

and pharmaceutically acceptable salts thereof;

provided A is not naphthyl when X is -C(O)NH- and when R^1 is phenyl when Y is $-NCH_2-$ and when R is 4-pyridyl; and further provided R is not unsubstituted 2-thienyl, 2-pyridyl or 3-pyridyl when Y is $-NHCH_2-$.

Claim 42 (currently amended): Method of Claim 41~~12~~ wherein the disorder is inflammation or an inflammation-related disorder.

Claim 43 (original): A compound of Claim 1 having Formula II'



II'

wherein R is selected from

a) unsubstituted or substituted 5- or 6-membered nitrogen-containing heteroaryl, and

b) unsubstituted or substituted 9- or 10-membered fused heteroaryl,

where substituted R is substituted with one or more substituents selected from halo, amino, oxo, hydroxy, C_{1-6}-alkyl, C_{1-6}-haloalkyl, C_{1-6}-alkoxy, optionally substituted heterocyclyl-C_{1-6}-alkoxy, optionally substituted heterocyclyl-C_{1-6}-alkylamino, optionally substituted heterocyclyl-C_{1-6}-alkyl, C_{1-6}-alkylamino-C_{2-4}-alkynyl, C_{1-6}-alkylamino-C_{1-6}-alkoxy, C_{1-6}-alkylamino-C_{1-6}-alkoxy-C_{1-6}-alkoxy, and optionally substituted heterocyclyl-C_{2-4}-alkynyl;

wherein R^1 is selected from unsubstituted or substituted

aryl,

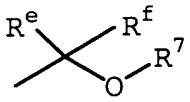
cycloalkyl,

5-6 membered heteroaryl and

9-10 membered bicyclic and 13-14 membered tricyclic heterocyclyl,

wherein substituted R^1 is substituted with one or more substituents selected from halo, C_{1-6}-alkyl, optionally substituted C_{3-6}-cycloalkyl, optionally substituted phenyl, optionally substituted phenyl-C_1-C_4-alkylenyl, C_{1-2}-haloalkoxy, optionally substituted 4-6 membered heterocyclyl-C_1-C_4-alkyl, optionally substituted 4-6 membered heterocyclyl-C_2-C_4-alkenyl, optionally substituted 4-6 membered heterocyclyl, optionally substituted phenyloxy, optionally substituted 4-6 membered heterocyclyloxy, optionally substituted 4-6 membered heterocyclyl-C_1-C_4-alkoxy, optionally substituted 4-6 membered heterocyclylsulfonyl, optionally substituted 4-6 membered heterocyclylamino, optionally substituted 4-6 membered heterocyclylcarbonyl, optionally substituted 5-6 membered heterocyclyl-C_{1-4}-alkylcarbonyl, C_{1-2}-haloalkyl, C_{1-4}-aminoalkyl, nitro, amino, hydroxy, oxo, cyano, -NHC(O)NH_2, alkylcarbonylamino, aminosulfonyl, C_{1-2}-alkylsulfonyl, halosulfonyl, C_{1-4}-alkylcarbonyl, C_{1-3}-alkylamino-C_{1-3}-alkyl, C_{1-3}-alkylamino-C_{1-3}-alkoxy, C_{1-3}-alkylamino-C_{1-3}-

alkoxy-C_{1-3}-alkoxy, C_{1-4}-alkoxycarbonyl, C_{1-4}-alkoxycarbonylamino-C_{1-4}-alkyl, C_{1-4}-hydroxyalkyl,



and C_{1-4}-alkoxy;

wherein R^2 is one or more substituents independently selected from

H,

halo,

hydroxy,

amino,

C_{1-6}-alkyl,

C_{1-6}-haloalkyl,

C_{1-6}-alkoxy,

C_{1-2}-alkylamino,

aminosulfonyl,

C_{3-6}-cycloalkyl,

cyano,

C_{1-2}-hydroxyalkyl,

nitro,

C_{2-3}-alkenyl,

C_{2-3}-alkynyl,

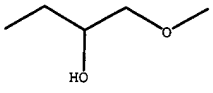
C_{1-6}-haloalkoxy,

C_{1-6}-carboxyalkyl,

5-6-membered heterocyclyl-C_{1-6}-alkylamino,

unsubstituted or substituted phenyl and

unsubstituted or substituted 5-6 membered heterocyclyl;

wherein R^4 is selected from a direct bond, C_{1-4}-alkyl, and  ;

wherein R^z is selected from C_{1-2}-alkyl, C_{2-6}-branched alkyl, C_{2-4}-branched haloalkyl, amino-C_{1-4}-alkyl and C_{1-2}-alkylamino-C_{1-2}-alkyl;

wherein R^e and R^f are independently selected from H and C_{1-2}-haloalkyl; and

wherein R^7 is selected from H, C_{1-3}-alkyl, optionally substituted phenyl, optionally substituted phenyl-C_{1-3}-alkyl, optionally substituted 4-6 membered heterocyclyl, optionally substituted 4-6 membered heterocyclyl-C_{1}-C_{3}-alkyl, C_{1-3}-alkylamino-C_{1-3}-alkyl, C_{1-3}-alkoxy-C_{1-2}-alkyl and C_{1-3}-alkoxy-C_{1-3}-alkoxy-C_{1-3}-alkyl;

provided R^2 is not H, or provided R^1 is not heteroaryl or aryl, or provided R is substituted with optionally substituted heterocyclyl-C_{1-6}-alkoxy, optionally substituted heterocyclyl-C_{1-6}-alkylamino, optionally substituted

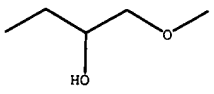
heterocyclyl-C_{1-6}-alkyl, C_{1-6}-alkylamino-C_{2-4}-alkynyl, C_{1-6}-alkylamino-C_{1-6}-alkoxy, C_{1-6}-alkylamino-C_{1-6}-alkoxy-C_{1-6}-alkoxy, or optionally substituted heterocyclyl-C_{2-4}-alkynyl, or provided R^1 is substituted with optionally substituted phenyloxy, optionally substituted 5-6 membered heterocyclyloxy, optionally substituted 5-6 membered heterocyclylsulfonyl, optionally substituted 5-6 membered heterocyclylamino, optionally substituted 5-6 membered heterocyclylcarbonyl, optionally substituted 5-6 membered heterocyclyl-C_{1-4}-alkylcarbonyl, C_{1-3}-alkylamino-C_{1-3}-alkoxy, or C_{1-3}-alkylamino-C_{1-3}-alkoxy-C_{1-3}-alkoxy; further provided R is not 3-pyridyl when R^5 is CH_2;

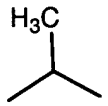
and pharmaceutically acceptable isomers and derivatives thereof.

Claim 44 (original): Compound of Claim 43 wherein R is selected from 4-pyridyl, 3-pyridyl, 2-pyridyl, pyrimidinyl, triazolyl, pyridazinyl, indolyl, isoindolyl, indazolyl, quinolyl, isoquinolyl, benzotriazolyl, 2,3-dihydrobenzofuryl, 2-oxo-1,2-dihydroquinol-7-yl, naphthyridinyl and quinozalinyl, where R is unsubstituted or substituted with one or more substituents selected from chloro, fluoro, amino, hydroxy, methyl, ethyl, propyl, trifluoromethyl, dimethylaminopropynyl, 1-methylpiperdinylmethoxy, dimethylaminoethoxyethoxy, methoxy and ethoxy; wherein R^1 is selected from phenyl, tetrahydronaphthyl, indanyl, indenyl, naphthyl, cyclohexyl, isoxazolyl, pyrazolyl, thiazolyl, thiadiazolyl, thienyl, pyridyl, pyrimidinyl, pyridazinyl, 1,2-dihydroquinolyl, 1,2,3,4-tetrahydro-isoquinolyl, isoquinolyl, quinolyl, indolyl, isoindolyl, 2,3-dihydro-1H-indolyl, naphthyridinyl, quinozalinyl, benzo[d]isothiazolyl, 2,3,4,4a,9,9a-hexahydro-1H-3-aza-fluorenyl, 5,6,7-trihydro-1,2,4-triazolo[3,4-a]isoquinolyl, tetrahydroquinolinyl, indazolyl, 2,1,3-benzothiadiazolyl, benzodioxanyl, benzothienyl, benzofuryl, dihydro-benzimidazolyl, benzimidazolyl, benzoxazolyl and benzthiazolyl, where R^1 is unsubstituted or substituted with one or more substituents selected from bromo, chloro, fluoro, iodo, nitro, amino, cyano, aminoethyl, Boc-aminoethyl, hydroxy, oxo, aminosulfonyl, 4-methylpiperazinylsulfonyl, cyclohexyl, phenyl, phenylmethyl, morpholinylmethyl, 1-methylpiperazin-4-ylmethyl, 1-methylpiperazin-4-ylpropyl, morpholinylpropyl, piperidin-1-ylmethyl, 1-methylpiperidin-4-ylmethyl, 2-methyl-2-(1-methylpiperidin-4-yl)ethyl, morpholinylethyl, 1-(4-morpholinyl)-2,2-dimethylpropyl, piperidin-4-ylethyl, 1-Boc-piperidin-4-ylethyl, piperidin-1-ylethyl, 1-Boc-piperidin-4-ylethyl, piperidin-4-ylmethyl, 1-Boc-piperidin-4-ylmethyl, piperidin-4-ylpropyl, 1-Boc-piperidin-4-ylpropyl, piperidin-1-ylpropyl, pyrrolidin-1-ylpropyl, pyrrolidin-2-ylpropyl, 1-Boc-pyrrolidin-2-ylpropyl, pyrrolidin-1-ylmethyl, pyrrolidin-2-ylmethyl, 1-Boc-pyrrolidin-2-ylmethyl, pyrrolidinylpropenyl, pyrrolidinylbutenyl, fluorosulfonyl, methylsulfonyl, methylcarbonyl, Boc, piperidin-1-ylmethylcarbonyl, 4-methylpiperazin-1-ylcarbonylethyl, methoxycarbonyl, aminomethylcarbonyl, dimethylaminomethylcarbonyl, 3-ethoxycarbonyl-2-methyl-fur-5-yl, 4-methylpiperazin-1-yl, 4-methyl-1-piperidyl, 1-Boc-4-piperidyl, piperidin-4-yl, 1-methylpiperidin-4-yl, 1-methyl-(1,2,3,6-tetrahydropyridyl), imidazolyl, morpholinyl, 4-trifluoromethyl-1-piperidinyl, hydroxybutyl, methyl, ethyl, propyl, isopropyl, butyl, tert-butyl, sec-butyl, trifluoromethyl, pentafluoroethyl, nonafluorobutyl, dimethylaminopropyl, 1,1-di(trifluoromethyl)-1-hydroxymethyl, 1,1-di(trifluoromethyl)-1-(piperidinylethoxy)methyl, 1,1-di(trifluoromethyl)-1-(methoxyethoxyethoxy)methyl, 1-

hydroxyethyl, 2-hydroxyethyl, trifluoromethoxy, 1-aminoethyl, 2-aminoethyl, 1-(N-isopropylamino)ethyl, 2-(N-isopropylamino)ethyl, dimethylaminoethoxy, 4-chlorophenoxy, phenyloxy, azetidin-3-ylmethoxy, 1-Boc-azetidin-3-ylmethoxy, pyrrol-2-ylmethoxy, 1-Boc-pyrrol-2-ylmethoxy, pyrrol-1-ylmethoxy, 1-methyl-pyrrol-2-ylmethoxy, 1-isopropyl-pyrrol-2-ylmethoxy, 1-Boc-piperdin-4-ylmethoxy, piperdin-4-ylmethoxy, 1-methylpiperdin-4-yloxy, isopropoxy, methoxy and ethoxy; wherein R^2 is selected from H, chloro, fluoro, bromo, amino, hydroxy, methyl, ethyl, propyl, oxo, dimethylamino, aminosulfonyl, cyclopropyl, cyano, hydroxymethyl, nitro, propenyl, trifluoromethyl, methoxy, ethoxy, trifluoromethoxy, carboxymethyl, morpholinylethylamino, propynyl, unsubstituted or substituted phenyl and unsubstituted or substituted heteroaryl selected from thienyl,

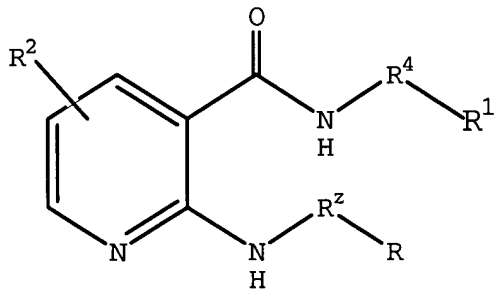
furanyl, pyridyl, imidazolyl, and pyrazolyl;

wherein R^4 is selected from a direct bond, ethyl, butyl, and  ; and

wherein R^z is selected from methylenyl, ethylenyl,  , and aminoethylenyl;

and pharmaceutically acceptable derivatives thereof.

Claim 45 (original): A compound of Claim 1 having Formula XI



XI

wherein R is selected from

a) unsubstituted or substituted 5- or 6-membered nitrogen-containing heteroaryl, and

b) unsubstituted or substituted 9- or 10-membered fused heteroaryl,

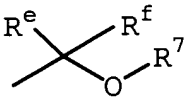
where substituted R is substituted with one or more substituents selected from halo, amino, hydroxy, C_{1-6}-alkyl, C_{1-6}-haloalkyl, C_{1-6}-alkoxy, optionally substituted heterocyclyl-C_{1-6}-alkoxy, optionally substituted heterocyclyl-C_{1-6}-alkylamino, optionally substituted heterocyclyl-C_{1-6}-alkyl, C_{1-6}-alkylamino-C_{2-4}-alkynyl, C_{1-6}-alkylamino-C_{1-6}-alkoxy, C_{1-6}-alkylamino-C_{1-6}-alkoxy-C_{1-6}-alkoxy, and optionally substituted heterocyclyl-C_{2-4}-alkynyl;

wherein R^1 is a ring selected from unsubstituted or substituted

4-6 membered saturated or partially un-saturated monocyclic heterocyclyl,

9-10 membered saturated or partially un-saturated bicyclic heterocyclyl, and

13-14 membered saturated or partially un-saturated tricyclic heterocyclyl,

wherein substituted R^1 is substituted with one or more substituents selected from halo, C_{1-6}-alkyl, optionally substituted C_{3-6}-cycloalkyl, optionally substituted phenyl, optionally substituted phenyl-C_1-C_4-alkylenyl, C_{1-2}-haloalkoxy, optionally substituted 4-6 membered heterocyclyl-C_1-C_4-alkyl, optionally substituted 4-6 membered heterocyclyl-C_2-C_4-alkenyl, optionally substituted 4-6 membered heterocyclyl, optionally substituted phenyloxy, optionally substituted 4-6 membered heterocyclyloxy, optionally substituted 4-6 membered heterocyclyl-C_1-C_4-alkoxy, optionally substituted 4-6 membered heterocyclylsulfonyl, optionally substituted 4-6 membered heterocyclylamino, optionally substituted 4-6 membered heterocyclylcarbonyl, optionally substituted 5-6 membered heterocyclyl-C_{1-4}-alkylcarbonyl, C_{1-2}-haloalkyl, C_{1-4}-aminoalkyl, nitro, amino, hydroxy, oxo, cyano, aminosulfonyl, C_{1-2}-alkylsulfonyl, halosulfonyl, C_{1-4}-alkylcarbonyl, C_{1-3}-alkylamino-C_{1-3}-alkyl, C_{1-3}-alkylamino-C_{1-3}-alkoxy, C_{1-3}-alkylamino-C_{1-3}-alkoxy-C_{1-3}-alkoxy, C_{1-4}-alkoxycarbonyl, C_{1-4}-alkoxycarbonylamino-C_{1-4}-alkyl, C_{1-4}-hydroxyalkyl,  and C_{1-4}-alkoxy;

wherein R^2 is one or more substituents independently selected from

H,

halo,

hydroxy,

amino,

C_{1-6}-alkyl,

C_{1-6}-haloalkyl,

C_{1-6}-alkoxy,

C_{1-2}-alkylamino,

aminosulfonyl,

C_{3-6}-cycloalkyl,

cyano,

C_{1-2}-hydroxyalkyl,

nitro,

C_{2-3}-alkenyl,

C_{2-3}-alkynyl,

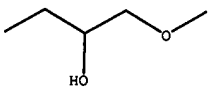
C_{1-6}-haloalkoxy,

C_{1-6}-carboxyalkyl,

5-6-membered heterocyclyl-C_{1-6}-alkylamino,

unsubstituted or substituted phenyl and

unsubstituted or substituted 5-6 membered heterocyclyl;

wherein R^4 is selected from a direct bond, C_{1-4}-alkyl, and  ;

wherein R^z is selected from C_{1-2}-alkyl, C_{2-6}-branched alkyl, C_{2-4}-branched haloalkyl, amino-C_{1-4}-alkyl and C_{1-2}-alkylamino-C_{1-2}-alkyl;

wherein R^e and R^f are independently selected from H and C_{1-2}-haloalkyl; and

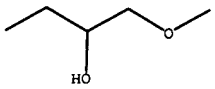
wherein R^7 is selected from H, C_{1-3}-alkyl, optionally substituted phenyl, optionally substituted phenyl-C_{1-3}-alkyl, optionally substituted 4-6 membered heterocyclyl, optionally substituted 4-6 membered heterocyclyl-C_1-C_3-alkyl, C_{1-3}-alkoxy-C_{1-2}-alkyl and C_{1-3}-alkoxy-C_{1-3}-alkoxy-C_{1-3}-alkyl;

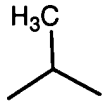
and pharmaceutically acceptable isomers and derivatives thereof.

Claim 46 (original): A compound of Claim 45 wherein R is selected from 4-pyridyl, 3-pyridyl, 2-pyridyl, pyrimidinyl, triazolyl, pyridazinyl, indolyl, isoindolyl, indazolyl, quinolyl, isoquinolyl, benzotriazolyl, naphthyridinyl and quinozalinyl, where R is unsubstituted or substituted with one or more substituents selected from chloro, fluoro, amino, hydroxy, methyl, ethyl, propyl, trifluoromethyl, dimethylaminopropynyl, 1-methylpiperdinylmethoxy, dimethylaminoethoxyethoxy, methoxy and ethoxy; wherein R^1 is selected from 1,2-dihydroquinolyl, 1,2,3,4-tetrahydro-isoquinolyl, 2,3-dihydro-1H-indolyl, dihydro-benzimidazolyl, benzo[d]isothiazolyl, 2,3,4,4a,9,9a-hexahydro-1H-3-aza-fluorenyl, 5,6,7-trihydro-1,2,4-triazolo[3,4-a]isoquinolyl, and tetrahydroquinolinyl, where R^1 is unsubstituted or substituted with one or more substituents selected from bromo, chloro, fluoro, iodo, nitro, amino, cyano, aminoethyl, Boc-aminoethyl, hydroxy, oxo, aminosulfonyl, 4-methylpiperazinylsulfonyl, cyclohexyl, phenyl, phenylmethyl, morpholinylmethyl, 1-methylpiperazin-4-ylmethyl, 1-methylpiperazin-4-ylpropyl, morpholinylpropyl, piperidin-1-ylmethyl, 1-methylpiperidin-4-ylmethyl, 2-methyl-2-(1-methylpiperidin-4-yl)ethyl, morpholinylethyl, 1-(4-morpholinyl)-2,2-dimethylpropyl, piperidin-4-ylethyl, 1-Boc-piperidin-4-ylethyl, piperidin-1-ylethyl, 1-Boc-piperidin-4-ylethyl, piperidin-4-ylmethyl, 1-Boc-piperidin-4-ylmethyl, piperidin-4-ylpropyl, 1-Boc-piperidin-4-ylpropyl, piperidin-1-ylpropyl, pyrrolidin-1-ylpropyl, pyrrolidin-2-ylpropyl, 1-Boc-pyrrolidin-2-ylpropyl, pyrrolidin-1-ylmethyl, pyrrolidin-2-ylmethyl, 1-Boc-pyrrolidin-2-ylmethyl, pyrrolidinylpropenyl, pyrrolidinylbutenyl, fluorosulfonyl, methylsulfonyl, methylcarbonyl, Boc, piperidin-1-ylmethylcarbonyl, 4-methylpiperazin-1-ylcarbonylethyl, methoxycarbonyl, aminomethylcarbonyl, dimethylaminomethylcarbonyl, 3-ethoxycarbonyl-2-methyl-fur-5-yl, 4-methylpiperazin-1-yl, 4-methyl-1-piperidyl, 1-Boc-4-piperidyl, piperidin-4-yl, 1-methylpiperidin-4-yl, 1-methyl-(1,2,3,6-tetrahydropyridyl), imidazolyl, morpholinyl, 4-trifluoromethyl-1-piperidinyl, hydroxybutyl, methyl, ethyl, propyl, isopropyl, butyl, tert-butyl, sec-butyl, trifluoromethyl, pentafluoroethyl, nonafluorobutyl, dimethylaminopropyl, 1,1-di(trifluoromethyl)-1-hydroxymethyl, 1,1-di(trifluoromethyl)-1-(piperidinylethoxy)methyl, 1,1-di(trifluoromethyl)-1-(methoxyethoxyethoxy)methyl, 1-hydroxyethyl, 2-hydroxyethyl, trifluoromethoxy, 1-aminoethyl, 2-aminoethyl, 1-(N-

isopropylamino)ethyl, 2-(N-isopropylamino)ethyl, dimethylaminoethoxy, 4-chlorophenoxy, phenyloxy, azetidin-3-ylmethoxy, 1-Boc-azetidin-3-ylmethoxy, pyrrol-2-ylmethoxy, 1-Boc-pyrrol-2-ylmethoxy, pyrrol-1-ylmethoxy, 1-methyl-pyrrol-2-ylmethoxy, 1-isopropyl-pyrrol-2-ylmethoxy, 1-Boc-piperdin-4-ylmethoxy, piperdin-4-ylmethoxy, 1-methylpiperdin-4-yloxy, isopropoxy, methoxy and ethoxy; wherein R^2 is selected from H, chloro, fluoro, bromo, amino, hydroxy, methyl, ethyl, propyl, oxo, dimethylamino, aminosulfonyl, cyclopropyl, cyano, hydroxymethyl, nitro, propenyl, trifluoromethyl, methoxy, ethoxy, trifluoromethoxy, carboxymethyl, morpholinylethylamino, propynyl, unsubstituted or substituted phenyl and unsubstituted or substituted heteroaryl selected from

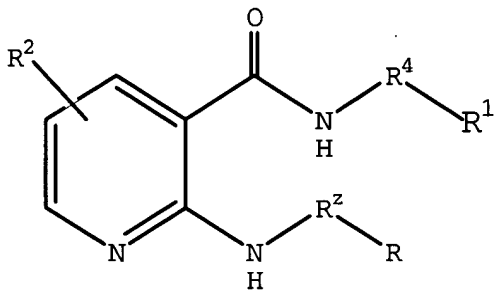
thienyl, furanyl, pyridyl, imidazolyl, and pyrazolyl;

wherein R^4 is selected from a direct bond, ethyl, butyl, and  ; and

wherein R^z is selected from methylenyl, ethylenyl,  , and aminoethylenyl;

and pharmaceutically acceptable derivatives thereof.

Claim 47 (original): A compound of Claim 1 having Formula XI



XI

wherein R is selected from

a) unsubstituted or substituted 5- or 6-membered nitrogen-containing heteroaryl, and

b) unsubstituted or substituted 9- or 10-membered fused heteroaryl,

where substituted R is substituted with one or more substituents selected from halo, amino, hydroxy, C_{1-6}-alkyl, C_{1-6}-haloalkyl, C_{1-6}-alkoxy, optionally substituted heterocyclyl-C_{1-6}-alkoxy, optionally substituted heterocyclyl-C_{1-6}-alkylamino, optionally substituted heterocyclyl-C_{1-6}-alkyl, C_{1-6}-alkylamino-C_{2-4}-alkynyl, C_{1-6}-alkylamino-C_{1-6}-alkoxy, C_{1-6}-alkylamino-C_{1-6}-alkoxy-C_{1-6}-alkoxy, and optionally substituted heterocyclyl-C_{2-4}-alkynyl;

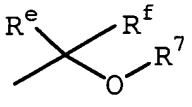
wherein R^1 is selected from unsubstituted or substituted

aryl,

cycloalkyl,

5-6 membered heteroaryl and

9-10 membered bicyclic and 13-14 membered tricyclic heterocyclyl,

wherein substituted R^1 is substituted with one or more substituents selected from halo, C_{1-6}-alkyl, optionally substituted C_{3-6}-cycloalkyl, optionally substituted phenyl, optionally substituted phenyl-C_1-C_4-alkylenyl, C_{1-2}-haloalkoxy, optionally substituted 4-6 membered heterocyclyl-C_1-C_4-alkyl, optionally substituted 4-6 membered heterocyclyl-C_2-C_4-alkenyl, optionally substituted 4-6 membered heterocyclyl, optionally substituted phenyloxy, optionally substituted 4-6 membered heterocyclyloxy, optionally substituted 4-6 membered heterocyclyl-C_1-C_4-alkoxy, optionally substituted 4-6 membered heterocyclylsulfonyl, optionally substituted 4-6 membered heterocyclylamino, optionally substituted 4-6 membered heterocyclylcarbonyl, optionally substituted 5-6 membered heterocyclyl-C_{1-4}-alkylcarbonyl, C_{1-2}-haloalkyl, C_{1-4}-aminoalkyl, nitro, amino, hydroxy, cyano, aminosulfonyl, C_{1-2}-alkylsulfonyl, halosulfonyl, C_{1-4}-alkylcarbonyl, C_{1-3}-alkylamino-C_{1-3}-alkyl, C_{1-3}-alkylamino-C_{1-3}-alkoxy, C_{1-3}-alkylamino-C_{1-3}-alkoxy-C_{1-3}-alkoxy, C_{1-4}-alkoxycarbonyl, C_{1-4}-alkoxycarbonylamino-C_{1-4}-alkyl, C_{1-4}-hydroxyalkyl,  and C_{1-4}-alkoxy;

wherein R^2 is one or more substituents independently selected from

halo,

hydroxy,

amino,

C_{1-6}-alkyl,

C_{1-6}-haloalkyl,

C_{1-6}-alkoxy,

C_{1-2}-alkylamino,

aminosulfonyl,

C_{3-6}-cycloalkyl,

cyano,

C_{1-2}-hydroxyalkyl,

nitro,

C_{2-3}-alkenyl,

C_{2-3}-alkynyl,

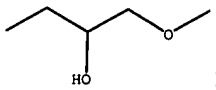
C_{1-6}-haloalkoxy,

C_{1-6}-carboxyalkyl,

5-6-membered heterocyclyl-C_{1-6}-alkylamino,

unsubstituted or substituted phenyl and

unsubstituted or substituted 5-6 membered heterocyclyl;

wherein R^4 is selected from a direct bond, C_{1-4}-alkyl, and  ;

wherein R^z is selected from C_{1-2}-alkyl, C_{2-6}-branched alkyl, C_{2-4}-branched haloalkyl, amino-C_{1-4}-alkyl and C_{1-2}-alkylamino-C_{1-2}-alkyl;

wherein R^e and R^f are independently selected from H and C_{1-2}-haloalkyl; and

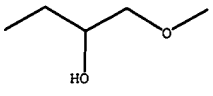
wherein R^7 is selected from H, C_{1-3}-alkyl, optionally substituted phenyl, optionally substituted phenyl-C_{1-3}-alkyl, optionally substituted 4-6 membered heterocyclyl, optionally substituted 4-6 membered heterocyclyl-C_1-C_3-alkyl, C_{1-3}-alkoxy-C_{1-2}-alkyl and C_{1-3}-alkoxy-C_{1-3}-alkoxy-C_{1-3}-alkyl;

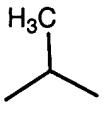
and pharmaceutically acceptable isomers and derivatives thereof.

Claim 48 (original): A compound of Claim 47 wherein R is selected from 4-pyridyl, 3-pyridyl, 2-pyridyl, pyrimidinyl, triazolyl, pyridazinyl, indolyl, isoindolyl, indazolyl, quinolyl, isoquinolyl, benzotriazolyl, naphthyridinyl and quinozalinyl, where R is unsubstituted or substituted with one or more substituents selected from chloro, fluoro, amino, hydroxy, methyl, ethyl, propyl, trifluoromethyl, dimethylaminopropynyl, 1-methylpiperdinylmethoxy, dimethylaminoethoxyethoxy, methoxy and ethoxy; wherein R^1 is selected from phenyl, tetrahydronaphthyl, indanyl, indenyl, naphthyl, cyclohexyl, isoxazolyl, pyrazolyl, thiazolyl, thiadiazolyl, thienyl, pyridyl, pyrimidinyl, pyridazinyl, 1,2-dihydroquinolyl, 1,2,3,4-tetrahydro-isoquinolyl, isoquinolyl, quinolyl, indolyl, isoindolyl, 2,3-dihydro-1H-indolyl, naphthyridinyl, quinozalinyl, benzo[d]isothiazolyl, 2,3,4,4a,9,9a-hexahydro-1H-3-aza-fluorenyl, 5,6,7-trihydro-1,2,4-triazolo[3,4-a]isoquinolyl, tetrahydroquinolinyl, indazolyl, 2,1,3-benzothiadiazolyl, benzodioxanyl, benzothienyl, benzofuryl, dihydro-benzimidazolyl, benzimidazolyl, benzoxazolyl and benzthiazolyl, where R^1 is unsubstituted or substituted with one or more substituents selected from bromo, chloro, fluoro, iodo, nitro, amino, cyano, aminoethyl, Boc-aminoethyl, hydroxy, oxo, aminosulfonyl, 4-methylpiperazinylsulfonyl, cyclohexyl, phenyl, phenylmethyl, morpholinylmethyl, 1-methylpiperazin-4-ylmethyl, 1-methylpiperazin-4-ylpropyl, morpholinylpropyl, piperidin-1-ylmethyl, 1-methylpiperidin-4-ylmethyl, 2-methyl-2-(1-methylpiperidin-4-yl)ethyl, morpholinylethyl, 1-(4-morpholinyl)-2,2-dimethylpropyl, piperidin-4-ylethyl, 1-Boc-piperidin-4-ylethyl, piperidin-1-ylethyl, 1-Boc-piperidin-4-ylethyl, piperidin-4-ylmethyl, 1-Boc-piperidin-4-ylmethyl, piperidin-4-ylpropyl, 1-Boc-piperidin-4-ylpropyl, piperidin-1-ylpropyl, pyrrolidin-1-ylpropyl, pyrrolidin-2-ylpropyl, 1-Boc-pyrrolidin-2-ylpropyl, pyrrolidin-1-ylmethyl, pyrrolidin-2-ylmethyl, 1-Boc-pyrrolidin-2-ylmethyl, pyrrolidinylpropenyl, pyrrolidinylbutenyl, fluorosulfonyl, methylsulfonyl, methylcarbonyl, Boc, piperidin-1-ylmethylcarbonyl, 4-methylpiperazin-1-ylcarbonylethyl, methoxycarbonyl, aminomethylcarbonyl, dimethylaminomethylcarbonyl, 3-ethoxycarbonyl-2-methyl-fur-5-yl, 4-methylpiperazin-1-yl, 4-methyl-1-piperidyl, 1-Boc-4-piperidyl, piperidin-4-yl, 1-methylpiperidin-4-yl, 1-methyl-(1,2,3,6-tetrahydropyridyl), imidazolyl, morpholinyl, 4-trifluoromethyl-1-piperidinyl, hydroxybutyl, methyl, ethyl, propyl, isopropyl, butyl, tert-butyl, sec-butyl, trifluoromethyl, pentafluoroethyl, nonafluorobutyl, dimethylaminopropyl, 1,1-di(trifluoromethyl)-1-hydroxymethyl, 1,1-

di(trifluoromethyl)-1-(piperidinylethoxy)methyl, 1,1-di(trifluoromethyl)-1-(methoxyethoxyethoxy)methyl, 1-hydroxyethyl, 2-hydroxyethyl, trifluoromethoxy, 1-aminoethyl, 2-aminoethyl, 1-(N-isopropylamino)ethyl, 2-(N-isopropylamino)ethyl, dimethylaminoethoxy, 4-chlorophenoxy, phenyloxy, azetidin-3-ylmethoxy, 1-Boc-azetidin-3-ylmethoxy, pyrrol-2-ylmethoxy, 1-Boc-pyrrol-2-ylmethoxy, pyrrol-1-ylmethoxy, 1-methyl-pyrrol-2-ylmethoxy, 1-isopropyl-pyrrol-2-ylmethoxy, 1-Boc-piperdin-4-ylmethoxy, piperdin-4-ylmethoxy, 1-methylpiperdin-4-yloxy, isopropoxy, methoxy and ethoxy; wherein R^2 is selected from chloro, fluoro, bromo, amino, hydroxy, methyl, ethyl, propyl, oxo, dimethylamino, aminosulfonyl, cyclopropyl, cyano, hydroxymethyl, nitro, propenyl, trifluoromethyl, methoxy, ethoxy, trifluoromethoxy, carboxymethyl, morpholinylethylamino, propynyl, unsubstituted or substituted phenyl and unsubstituted or substituted heteroaryl selected from thienyl,

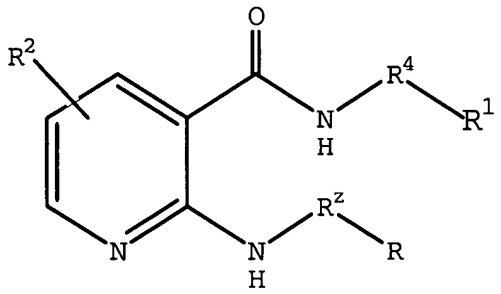
furanyl, pyridyl, imidazolyl, and pyrazolyl;

wherein R^4 is selected from a direct bond, ethyl, butyl, and  ; and

wherein R^z is selected from methylenyl, ethylenyl,  , and aminoethylenyl;

and pharmaceutically acceptable derivatives thereof.

Claim 49 (original): A compound of Claim 1 having Formula XI



XI

wherein R is selected from

a) unsubstituted or substituted 5- or 6-membered nitrogen-containing heteroaryl, and

b) unsubstituted or substituted 9- or 10-membered fused heteroaryl,

where substituted R is substituted with one or more substituents selected from halo, amino, hydroxy, C_{1-6}-alkyl, C_{1-6}-haloalkyl, C_{1-6}-alkoxy, optionally substituted heterocyclyl-C_{1-6}-alkoxy, optionally substituted heterocyclyl-C_{1-6}-alkylamino, optionally substituted heterocyclyl-C_{1-6}-alkyl, C_{1-6}-alkylamino-C_{2-4}-alkynyl, C_{1-6}-alkylamino-C_{1-6}-alkoxy, C_{1-6}-alkylamino-C_{1-6}-alkoxy-C_{1-6}-alkoxy, and optionally substituted heterocyclyl-C_{2-4}-alkynyl;

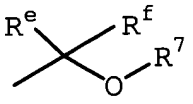
wherein R^1 is selected from unsubstituted or substituted

aryl,

cycloalkyl,

5-6 membered heteroaryl and

9-10 membered bicyclic and 13-14 membered tricyclic heterocyclyl,

wherein substituted R^1 is substituted with one or more substituents selected from halo, C_{1-6}-alkyl, optionally substituted C_{3-6}-cycloalkyl, optionally substituted phenyl, optionally substituted phenyl-C_1-C_4-alkylenyl, C_{1-2}-haloalkoxy, optionally substituted 4-6 membered heterocyclyl-C_1-C_4-alkyl, optionally substituted 4-6 membered heterocyclyl-C_2-C_4-alkenyl, optionally substituted 4-6 membered heterocyclyl, optionally substituted phenyloxy, optionally substituted 4-6 membered heterocyclyloxy, optionally substituted 4-6 membered heterocyclyl-C_1-C_4-alkoxy, optionally substituted 4-6 membered heterocyclylsulfonyl, optionally substituted 4-6 membered heterocyclylamino, optionally substituted 4-6 membered heterocyclylcarbonyl, optionally substituted 5-6 membered heterocyclyl-C_{1-4}-alkylcarbonyl, C_{1-2}-haloalkyl, C_{1-4}-aminoalkyl, nitro, amino, hydroxy, cyano, aminosulfonyl, C_{1-2}-alkylsulfonyl, halosulfonyl, C_{1-4}-alkylcarbonyl, C_{1-3}-alkylamino-C_{1-3}-alkyl, C_{1-3}-alkylamino-C_{1-3}-alkoxy, C_{1-3}-alkylamino-C_{1-3}-alkoxy-C_{1-3}-alkoxy, C_{1-4}-alkoxycarbonyl, C_{1-4}-alkoxycarbonylamino-C_{1-4}-alkyl, C_{1-4}-hydroxyalkyl,  and C_{1-4}-alkoxy;

wherein R^2 is one or more substituents independently selected from

H,

halo,

hydroxy,

amino,

C_{1-6}-alkyl,

C_{1-6}-haloalkyl,

C_{1-6}-alkoxy,

C_{1-2}-alkylamino,

aminosulfonyl,

C_{3-6}-cycloalkyl,

cyano,

C_{1-2}-hydroxyalkyl,

nitro,

C_{2-3}-alkenyl,

C_{2-3}-alkynyl,

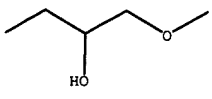
C_{1-6}-haloalkoxy,

C_{1-6}-carboxyalkyl,

5-6-membered heterocyclyl-C_{1-6}-alkylamino,

unsubstituted or substituted phenyl and

unsubstituted or substituted 5-6 membered heterocyclyl;

wherein R^4 is selected from a direct bond, C_{1-4}-alkyl, and  ;

wherein R^z is selected from C_{1-2}-alkyl, C_{2-6}-branched alkyl, C_{2-4}-branched haloalkyl, amino-C_{1-4}-alkyl and C_{1-2}-alkylamino-C_{1-2}-alkyl;

wherein R^e and R^f are independently selected from H and C_{1-2}-haloalkyl; and

wherein R^7 is selected from H, C_{1-3}-alkyl, optionally substituted phenyl, optionally substituted phenyl-C_{1-3}-alkyl, optionally substituted 4-6 membered heterocyclyl, optionally substituted 4-6 membered heterocyclyl-C_1.C_3-alkyl, C_{1-3}-alkoxy-C_{1-2}-alkyl and C_{1-3}-alkoxy-C_{1-3}-alkoxy-C_{1-3}-alkyl;

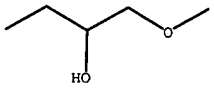
provided R^1 is substituted with optionally substituted phenyloxy, optionally substituted 4-6 membered heterocyclyloxy, optionally substituted 4-6 membered heterocyclyl-C_{1-4}-alkoxy, optionally substituted 4-6 membered heterocyclylsulfonyl, optionally substituted 4-6 membered heterocyclylamino, optionally substituted 4-6 membered heterocyclylcarbonyl, optionally substituted 4-6 membered heterocyclyl-C_{1-4}-alkylcarbonyl, C_{1-3}-alkylamino-C_{1-3}-alkoxy, or C_{1-3}-alkylamino-C_{1-3}-alkoxy-C_{1-3}-alkoxy; further provided R is not 3-pyridyl when R^5 is CH_2;

and pharmaceutically acceptable isomers and derivatives thereof.

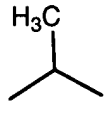
Claim 50 (original): A compound of Claim 49 wherein R is selected from 4-pyridyl, 3-pyridyl, 2-pyridyl, pyrimidinyl, triazolyl, pyridazinyl, indolyl, isoindolyl, indazolyl, quinolyl, isoquinolyl, benzotriazolyl, naphthyridinyl and quinozalinyl, where R is unsubstituted or substituted with one or more substituents selected from chloro, fluoro, amino, hydroxy, methyl, ethyl, propyl, trifluoromethyl, dimethylaminopropynyl, 1-methylpiperdinylmethoxy, dimethylaminoethoxyethoxy, methoxy and ethoxy; wherein R^1 is selected from phenyl, tetrahydronaphthyl, indanyl, indenyl, naphthyl, cyclohexyl, isoxazolyl, pyrazolyl, thiazolyl, thiadiazolyl, thienyl, pyridyl, pyrimidinyl, pyridazinyl, 1,2-dihydroquinolyl, 1,2,3,4-tetrahydro-isoquinolyl, isoquinolyl, quinolyl, indolyl, isoindolyl, 2,3-dihydro-1H-indolyl, naphthyridinyl, quinozalinyl, benzo[d]isothiazolyl, 2,3,4,4a,9,9a-hexahydro-1H-3-aza-fluorenyl, 5,6,7-trihydro-1,2,4-triazolo[3,4-a]isoquinolyl, tetrahydroquinolinyl, indazolyl, 2,1,3-benzothiadiazolyl, benzodioxanyl, benzothienyl, benzofuryl, benzimidazolyl, benzoxazolyl and benzthiazolyl, where R^1 is unsubstituted or substituted with one or more substituents selected from bromo, chloro, fluoro, iodo, nitro, amino, cyano, aminoethyl, Boc-aminoethyl, hydroxy, oxo, aminosulfonyl, 4-methylpiperazinylsulfonyl, cyclohexyl, phenyl, phenylmethyl, morpholinylmethyl, 1-methylpiperazin-4-ylmethyl, 1-methylpiperazin-4-ylpropyl, morpholinylpropyl, piperidin-1-ylmethyl, 1-methylpiperidin-4-ylmethyl, 2-methyl-2-(1-methylpiperidin-4-yl)ethyl, morpholinylethyl, 1-(4-morpholinyl)-2,2-dimethylpropyl, piperidin-

4-ylethyl, 1-Boc-piperidin-4-ylethyl, piperidin-1-ylethyl, 1-Boc-piperidin-4-ylethyl, piperidin-4-ylmethyl, 1-Boc-piperidin-4-ylmethyl, piperidin-4-ylpropyl, 1-Boc-piperidin-4-ylpropyl, piperidin-1-ylpropyl, pyrrolidin-1-ylpropyl, pyrrolidin-2-ylpropyl, 1-Boc-pyrrolidin-2-ylpropyl, pyrrolidin-1-ylmethyl, pyrrolidin-2-ylmethyl, 1-Boc-pyrrolidin-2-ylmethyl, pyrrolidinylpropenyl, pyrrolidinylbutenyl, fluorosulfonyl, methylsulfonyl, methylcarbonyl, Boc, piperidin-1-ylmethylcarbonyl, 4-methylpiperazin-1-ylcarbonylethyl, methoxycarbonyl, aminomethylcarbonyl, dimethylaminomethylcarbonyl, 3-ethoxycarbonyl-2-methyl-fur-5-yl, 4-methylpiperazin-1-yl, 4-methyl-1-piperidyl, 1-Boc-4-piperidyl, piperidin-4-yl, 1-methylpiperidin-4-yl, 1-methyl-(1,2,3,6-tetrahydropyridyl), imidazolyl, morpholinyl, 4-trifluoromethyl-1-piperidinyl, hydroxybutyl, methyl, ethyl, propyl, isopropyl, butyl, tert-butyl, sec-butyl, trifluoromethyl, pentafluoroethyl, nonafluorobutyl, dimethylaminopropyl, 1,1-di(trifluoromethyl)-1-hydroxymethyl, 1,1-di(trifluoromethyl)-1-(piperidinylethoxy)methyl, 1,1-di(trifluoromethyl)-1-(methoxyethoxyethoxy)methyl, 1-hydroxyethyl, 2-hydroxyethyl, trifluoromethoxy, 1-aminoethyl, 2-aminoethyl, 1-(N-isopropylamino)ethyl, 2-(N-isopropylamino)ethyl, dimethylaminoethoxy, 4-chlorophenoxy, phenyloxy, azetidin-3-ylmethoxy, 1-Boc-azetidin-3-ylmethoxy, pyrrol-2-ylmethoxy, 1-Boc-pyrrol-2-ylmethoxy, pyrrol-1-ylmethoxy, 1-methyl-pyrrol-2-ylmethoxy, 1-isopropyl-pyrrol-2-ylmethoxy, 1-Boc-piperdin-4-ylmethoxy, piperdin-4-ylmethoxy, 1-methylpiperdin-4-yloxy, isopropoxy, methoxy and ethoxy; wherein R^2 is selected from H, chloro, fluoro, bromo, amino, hydroxy, methyl, ethyl, propyl, oxo, dimethylamino, aminosulfonyl, cyclopropyl, cyano, hydroxymethyl, nitro, propenyl, trifluoromethyl, methoxy, ethoxy, trifluoromethoxy, carboxymethyl, morpholinylethylamino, propynyl, unsubstituted or substituted phenyl and unsubstituted or substituted heteroaryl selected from thienyl,

furanyl, pyridyl, imidazolyl, and pyrazolyl;

wherein R^4 is selected from a direct bond, ethyl, butyl, and 

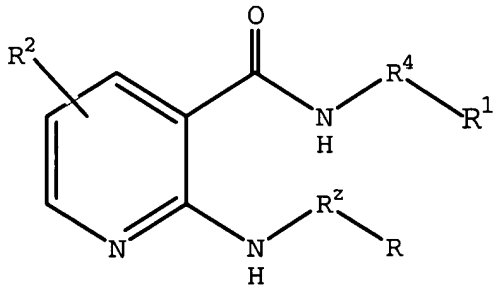
; and

wherein R^z is selected from methylenyl, ethylenyl, 

, and aminoethylenyl;

and pharmaceutically acceptable derivatives thereof.

Claim 51 (original): A compound of Claim 1 having Formula II'



II'

wherein R is selected from

a) unsubstituted or substituted 5- or 6-membered non-nitrogen-containing heterocyclyl, and

b) unsubstituted or substituted 9- or 10-membered fused partially unsaturated heterocyclyl,

where R is substituted with one or more substituents selected from halo, amino, hydroxy, C_{1-6}-alkyl, C_{1-6}-haloalkyl, C_{1-6}-alkoxy, optionally substituted heterocyclyl-C_{1-6}-alkoxy, optionally substituted heterocyclyl-C_{1-6}-alkylamino, optionally substituted heterocyclyl-C_{1-6}-alkyl, C_{1-6}-alkylamino-C_{2-4}-alkynyl, C_{1-6}-alkylamino-C_{1-6}-alkoxy, C_{1-6}-alkylamino-C_{1-6}-alkoxy-C_{1-6}-alkoxy, and optionally substituted heterocyclyl-C_{2-4}-alkynyl;

wherein R^1 is selected from unsubstituted or substituted

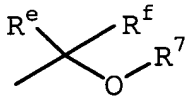
aryl,

cycloalkyl,

5-6 membered heteroaryl and

9-10 membered bicyclic and 13-14 membered tricyclic heterocyclyl,

wherein substituted R^1 is substituted with one or more substituents selected from halo, C_{1-6}-alkyl, optionally substituted C_{3-6}-cycloalkyl, optionally substituted phenyl, optionally substituted phenyl-C_1-C_4-alkylenyl, C_{1-2}-haloalkoxy, optionally substituted 4-6 membered heterocyclyl-C_1-C_4-alkyl, optionally substituted 4-6 membered heterocyclyl-C_2-C_4-alkenyl, optionally substituted 4-6 membered heterocyclyl, optionally substituted phenyloxy, optionally substituted 4-6 membered heterocyclyloxy, optionally substituted 4-6 membered heterocyclyl-C_1-C_4-alkoxy, optionally substituted 4-6 membered heterocyclylsulfonyl, optionally substituted 4-6 membered heterocyclylamino, optionally substituted 4-6 membered heterocyclylcarbonyl, optionally substituted 5-6 membered heterocyclyl-C_{1-4}-alkylcarbonyl, C_{1-2}-haloalkyl, C_{1-4}-aminoalkyl, nitro, amino, hydroxy, oxo, -NHC(O)NH_2, alkylcarbonylamino, cyano, aminosulfonyl, C_{1-2}-alkylsulfonyl, halosulfonyl, C_{1-4}-alkylcarbonyl, C_{1-3}-alkylamino-C_{1-3}-alkyl, C_{1-3}-alkylamino-C_{1-3}-alkoxy, C_{1-3}-alkylamino-C_{1-3}-alkoxy-C_{1-3}-alkoxy, C_{1-4}-alkoxycarbonyl, C_{1-4}-alkoxycarbonylamino-C_{1-4}-alkyl, C_{1-4}-hydroxyalkyl,



and C_{1-4}-alkoxy;

wherein R^2 is one or more substituents independently selected from

H,

halo,

hydroxy,

amino,

C_{1-6}-alkyl,

C_{1-6}-haloalkyl,

C_{1-6}-alkoxy,

C_{1-2}-alkylamino,

aminosulfonyl,

C_{3-6}-cycloalkyl,

cyano,

C_{1-2}-hydroxyalkyl,

nitro,

C_{2-3}-alkenyl,

C_{2-3}-alkynyl,

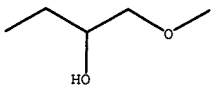
C_{1-6}-haloalkoxy,

C_{1-6}-carboxyalkyl,

5-6-membered heterocyclyl-C_{1-6}-alkylamino,

unsubstituted or substituted phenyl and

unsubstituted or substituted 5-6 membered heterocyclyl;

wherein R^4 is selected from a direct bond, C_{1-4}-alkyl, and  ;

wherein R^z is selected from C_{1-2}-alkyl, C_{2-6}-branched alkyl, C_{2-4}-branched haloalkyl, amino-C_{1-4}-alkyl and C_{1-2}-alkylamino-C_{1-2}-alkyl;

wherein R^e and R^f are independently selected from H and C_{1-2}-haloalkyl; and

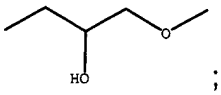
wherein R^7 is selected from H, C_{1-3}-alkyl, optionally substituted phenyl-C_{1-3}-alkyl, optionally substituted 4-6 membered heterocyclyl, optionally substituted 4-6 membered heterocyclyl-C_{1-3}-alkyl, C_{1-3}-alkylamino-C_{1-3}-alkyl, C_{1-3}-alkoxy-C_{1-2}-alkyl and C_{1-3}-alkoxy-C_{1-3}-alkoxy-C_{1-3}-alkyl;

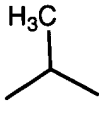
and pharmaceutically acceptable isomers and derivatives thereof.

Claim 52 (original): A compound of Claim 50 wherein R is selected from 2,3-dihydrobenzofuryl, and tetrahydropyran, where R is unsubstituted or substituted with one or more substituents selected from chloro, fluoro, amino, hydroxy, methyl, ethyl, propyl, trifluoromethyl, dimethylaminopropynyl, 1-methylpiperdinylmethoxy, dimethylaminoethoxyethoxy, methoxy and ethoxy; wherein R^1 is selected from phenyl, tetrahydronaphthyl, indanyl, indenyl, naphthyl, cyclohexyl, isoxazolyl, pyrazolyl, thiazolyl, thiadiazolyl, thienyl, pyridyl, pyrimidinyl, pyridazinyl, 1,2-dihydroquinolyl, 1,2,3,4-tetrahydro-isoquinolyl, isoquinolyl, quinolyl, indolyl, isoindolyl, 2,3-dihydro-1H-indolyl, naphthyridinyl, quinozalinyl, benzo[d]isothiazolyl, 2,3,4,4a,9,9a-hexahydro-1H-3-aza-fluorenyl, 5,6,7-trihydro-1,2,4-triazolo[3,4-a]isoquinolyl, tetrahydroquinolinyl, indazolyl, 2,1,3-benzothiadiazolyl, benzodioxanyl, benzothienyl, benzofuryl, benzimidazolyl, dihydro-benzimidazolyl, benzoxazolyl and benzthiazolyl, where R^1 is unsubstituted or substituted with one or more substituents selected from bromo, chloro, fluoro, iodo, nitro, amino, cyano, aminoethyl,

Boc-aminoethyl, hydroxy, oxo, aminosulfonyl, 4-methylpiperazinylsulfonyl, cyclohexyl, phenyl, phenylmethyl, morpholinylmethyl, 1-methylpiperazin-4-ylmethyl, 1-methylpiperazin-4-ylpropyl, morpholinylpropyl, piperidin-1-ylmethyl, 1-methylpiperidin-4-ylmethyl, 2-methyl-2-(1-methylpiperidin-4-yl)ethyl, morpholinylethyl, 1-(4-morpholinyl)-2,2-dimethylpropyl, piperidin-4-ylethyl, 1-Boc-piperidin-4-ylethyl, piperidin-1-ylethyl, 1-Boc-piperidin-4-ylethyl, piperidin-4-ylmethyl, 1-Boc-piperidin-4-ylmethyl, piperidin-4-ylpropyl, 1-Boc-piperidin-4-ylpropyl, piperidin-1-ylpropyl, pyrrolidin-1-ylpropyl, pyrrolidin-2-ylpropyl, 1-Boc-pyrrolidin-2-ylpropyl, pyrrolidin-1-ylmethyl, pyrrolidin-2-ylmethyl, 1-Boc-pyrrolidin-2-ylmethyl, pyrrolidinylpropenyl, pyrrolidinylbutenyl, fluorosulfonyl, methylsulfonyl, methylcarbonyl, Boc, piperidin-1-ylmethylcarbonyl, 4-methylpiperazin-1-ylcarbonylethyl, methoxycarbonyl, aminomethylcarbonyl, dimethylaminomethylcarbonyl, 3-ethoxycarbonyl-2-methyl-fur-5-yl, 4-methylpiperazin-1-yl, 4-methyl-1-piperidyl, 1-Boc-4-piperidyl, piperidin-4-yl, 1-methylpiperidin-4-yl, 1-methyl-(1,2,3,6-tetrahydropyridyl), imidazolyl, morpholinyl, 4-trifluoromethyl-1-piperidinyl, hydroxybutyl, methyl, ethyl, propyl, isopropyl, butyl, tert-butyl, sec-butyl, trifluoromethyl, pentafluoroethyl, nonafluorobutyl, dimethylaminopropyl, 1,1-di(trifluoromethyl)-1-hydroxymethyl, 1,1-di(trifluoromethyl)-1-(piperidinylethoxy)methyl, 1,1-di(trifluoromethyl)-1-(methoxyethoxyethoxy)methyl, 1-hydroxyethyl, 2-hydroxyethyl, trifluoromethoxy, 1-aminoethyl, 2-aminoethyl, 1-(N-isopropylamino)ethyl, 2-(N-isopropylamino)ethyl, dimethylaminoethoxy, 4-chlorophenoxy, phenyloxy, azetidin-3-ylmethoxy, 1-Boc-azetidin-3-ylmethoxy, pyrrol-2-ylmethoxy, 1-Boc-pyrrol-2-ylmethoxy, pyrrol-1-ylmethoxy, 1-methyl-pyrrol-2-ylmethoxy, 1-isopropyl-pyrrol-2-ylmethoxy, 1-Boc-piperdin-4-ylmethoxy, piperdin-4-ylmethoxy, 1-methylpiperdin-4-yloxy, isopropoxy, methoxy and ethoxy; wherein R^2 is selected from H, chloro, fluoro, bromo, amino, hydroxy, methyl, ethyl, propyl, oxo, dimethylamino, aminosulfonyl, cyclopropyl, cyano, hydroxymethyl, nitro, propenyl, trifluoromethyl, methoxy, ethoxy, trifluoromethoxy, carboxymethyl, morpholinylethylamino, propynyl, unsubstituted or substituted phenyl and unsubstituted or substituted heteroaryl selected from thienyl,

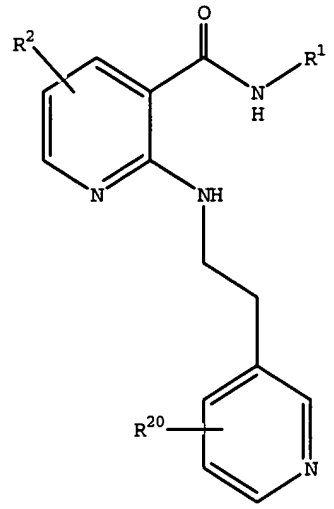
furanyl, pyridyl, imidazolyl, and pyrazolyl;

wherein R^4 is selected from a direct bond, ethyl, butyl, and  ; and

wherein R^z is selected from methylenyl, ethylenyl,  , and aminoethylenyl;

and pharmaceutically acceptable derivatives thereof.

Claim 53 (original): A compound of Claim 1 having Formula XII



XII

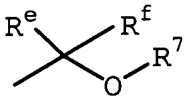
wherein R^1 is selected from unsubstituted or substituted

aryl,

cycloalkyl,

5-6 membered heteroaryl and

9-10 membered bicyclic and 13-14 membered tricyclic heterocyclyl,

wherein substituted R^1 is substituted with one or more substituents selected from halo, C_{1-6}-alkyl, optionally substituted C_{3-6}-cycloalkyl, optionally substituted phenyl, optionally substituted phenyl-C_1-C_4-alkylenyl, C_{1-2}-haloalkoxy, optionally substituted 4-6 membered heterocyclyl-C_1-C_4-alkyl, optionally substituted 4-6 membered heterocyclyl-C_2-C_4-alkenyl, optionally substituted 4-6 membered heterocyclyl, optionally substituted phenyloxy, optionally substituted 4-6 membered heterocyclyloxy, optionally substituted 4-6 membered heterocyclyl-C_1-C_4-alkoxy, optionally substituted 4-6 membered heterocyclylsulfonyl, optionally substituted 4-6 membered heterocyclylamino, optionally substituted 4-6 membered heterocyclylcarbonyl, optionally substituted 5-6 membered heterocyclyl-C_{1-4}-alkylcarbonyl, C_{1-2}-haloalkyl, C_{1-4}-aminoalkyl, nitro, amino, hydroxy, cyano, aminosulfonyl, C_{1-2}-alkylsulfonyl, halosulfonyl, C_{1-4}-alkylcarbonyl, C_{1-3}-alkylamino-C_{1-3}-alkyl, C_{1-3}-alkylamino-C_{1-3}-alkoxy, C_{1-3}-alkylamino-C_{1-3}-alkoxy-C_{1-3}-alkoxy, C_{1-4}-alkoxycarbonyl, C_{1-4}-alkoxycarbonylamino-C_{1-4}-alkyl, C_{1-4}-hydroxyalkyl,  and C_{1-4}-alkoxy;

wherein R^2 is one or more substituents independently selected from

H,

halo,

hydroxy,

amino,

C_{1-6}-alkyl,
C_{1-6}-haloalkyl,
C_{1-6}-alkoxy,
C_{1-2}-alkylamino,
aminosulfonyl,
C_{3-6}-cycloalkyl,
cyano,
C_{1-2}-hydroxyalkyl,
nitro,
C_{2-3}-alkenyl,
C_{2-3}-alkynyl,
C_{1-6}-haloalkoxy,
C_{1-6}-carboxyalkyl,
5-6-membered heterocyclyl-C_{1-6}-alkylamino,
unsubstituted or substituted phenyl and
unsubstituted or substituted 5-6 membered heterocyclyl;

wherein R^e and R^f are independently selected from H and C_{1-2}-haloalkyl;

wherein R^7 is selected from H, C_{1-3}-alkyl, optionally substituted phenyl, optionally substituted phenyl-C_{1-3}-alkyl, optionally substituted 4-6 membered heterocyclyl, optionally substituted 4-6 membered heterocyclyl-C_1-C_3-alkyl, C_{1-3}-alkoxy-C_{1-2}-alkyl and C_{1-3}-alkoxy-C_{1-3}-alkoxy-C_{1-3}-alkyl; and

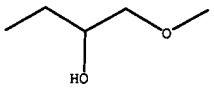
wherein R^{20} is one or more substituents selected from halo, amino, hydroxy, C_{1-6}-alkyl, C_{1-6}-haloalkyl, C_{1-6}-alkoxy, optionally substituted heterocyclyl-C_{1-6}-alkoxy, optionally substituted heterocyclyl-C_{1-6}-alkylamino, optionally substituted heterocyclyl-C_{1-6}-alkyl, C_{1-6}-alkylamino-C_{2-4}-alkynyl, C_{1-6}-alkylamino-C_{1-6}-alkoxy, C_{1-6}-alkylamino-C_{1-6}-alkoxy-C_{1-6}-alkoxy, and optionally substituted heterocyclyl-C_{2-4}-alkynyl;

and pharmaceutically acceptable isomers and derivatives thereof.

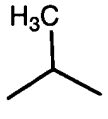
Claim 54 (original): Compound of Claim 53 wherein R^1 is selected from phenyl, tetrahydronaphthyl, indanyl, indenyl, naphthyl, cyclohexyl, isoxazolyl, pyrazolyl, thiazolyl, thiadiazolyl, thienyl, pyridyl, pyrimidinyl, pyridazinyl, 1,2-dihydroquinolyl, 1,2,3,4-tetrahydro-isoquinolyl, isoquinolyl, quinolyl, indolyl, isoindolyl, 2,3-dihydro-1H-indolyl, naphthyridinyl, quinozalinyl, benzo[d]isothiazolyl, 2,3,4,4a,9,9a-hexahydro-1H-3-aza-fluorenyl, 5,6,7-trihydro-1,2,4-triazolo[3,4-a]isoquinolyl, tetrahydroquinolinyl, indazolyl, 2,1,3-benzothiadiazolyl, benzodioxanyl, benzothienyl, benzofuryl, dihydro-benzimidazolyl, benzimidazolyl, benzoxazolyl and benzthiazolyl, where R^1 is unsubstituted or substituted with one or more substituents selected from bromo, chloro, fluoro, iodo, nitro, amino, cyano, aminoethyl, Boc-aminoethyl, hydroxy, oxo, aminosulfonyl, 4-methylpiperazinylsulfonyl, cyclohexyl, phenyl, phenylmethyl,

morpholinylmethyl, 1-methylpiperazin-4-ylmethyl, 1-methylpiperazin-4-ylpropyl, morpholinylpropyl, piperidin-1-ylmethyl, 1-methylpiperidin-4-ylmethyl, 2-methyl-2-(1-methylpiperidin-4-yl)ethyl, morpholinylethyl, 1-(4-morpholinyl)-2,2-dimethylpropyl, piperidin-4-ylethyl, 1-Boc-piperidin-4-ylethyl, piperidin-1-ylethyl, 1-Boc-piperidin-4-ylethyl, piperidin-4-ylmethyl, 1-Boc-piperidin-4-ylmethyl, piperidin-4-ylpropyl, 1-Boc-piperidin-4-ylpropyl, piperidin-1-ylpropyl, pyrrolidin-1-ylpropyl, pyrrolidin-2-ylpropyl, 1-Boc-pyrrolidin-2-ylpropyl, pyrrolidin-1-ylmethyl, pyrrolidin-2-ylmethyl, 1-Boc-pyrrolidin-2-ylmethyl, pyrrolidinylpropenyl, pyrrolidinylbutenyl, fluorosulfonyl, methylsulfonyl, methylcarbonyl, Boc, piperidin-1-ylmethylcarbonyl, 4-methylpiperazin-1-ylcarbonylethyl, methoxycarbonyl, aminomethylcarbonyl, dimethylaminomethylcarbonyl, 3-ethoxycarbonyl-2-methyl-fur-5-yl, 4-methylpiperazin-1-yl, 4-methyl-1-piperidyl, 1-Boc-4-piperidyl, piperidin-4-yl, 1-methylpiperidin-4-yl, 1-methyl-(1,2,3,6-tetrahydropyridyl), imidazolyl, morpholinyl, 4-trifluoromethyl-1-piperidinyl, hydroxybutyl, methyl, ethyl, propyl, isopropyl, butyl, tert-butyl, sec-butyl, trifluoromethyl, pentafluoroethyl, nonafluorobutyl, dimethylaminopropyl, 1,1-di(trifluoromethyl)-1-hydroxymethyl, 1,1-di(trifluoromethyl)-1-(piperidinylethoxy)methyl, 1,1-di(trifluoromethyl)-1-(methoxyethoxyethoxy)methyl, 1-hydroxyethyl, 2-hydroxyethyl, trifluoromethoxy, 1-aminoethyl, 2-aminoethyl, 1-(N-isopropylamino)ethyl, 2-(N-isopropylamino)ethyl, dimethylaminoethoxy, 4-chlorophenoxy, phenyloxy, azetidin-3-ylmethoxy, 1-Boc-azetidin-3-ylmethoxy, pyrrol-2-ylmethoxy, 1-Boc-pyrrol-2-ylmethoxy, pyrrol-1-ylmethoxy, 1-methyl-pyrrol-2-ylmethoxy, 1-isopropyl-pyrrol-2-ylmethoxy, 1-Boc-piperdin-4-ylmethoxy, piperdin-4-ylmethoxy, 1-methylpiperdin-4-yloxy, isopropoxy, methoxy and ethoxy; wherein R^2 is selected from H, chloro, fluoro, bromo, amino, hydroxy, methyl, ethyl, propyl, oxo, dimethylamino, aminosulfonyl, cyclopropyl, cyano, hydroxymethyl, nitro, propenyl, trifluoromethyl, methoxy, ethoxy, trifluoromethoxy, carboxymethyl, morpholinylethylamino, propynyl, unsubstituted or substituted phenyl and unsubstituted or substituted heteroaryl selected from thienyl,

furanyl, pyridyl, imidazolyl, and pyrazolyl;

wherein R^4 is selected from a direct bond, ethyl, butyl, and 

;

wherein R^z is selected from methylenyl, ethylenyl, 

, and aminoethylenyl; and

wherein R^{20} is one or more substituents selected from chloro, fluoro, amino, hydroxy, methyl, ethyl, propyl, trifluoromethyl, dimethylaminopropynyl, 1-methylpiperdinylmethoxy, dimethylaminoethoxyethoxy, methoxy and ethoxy;

and pharmaceutically acceptable derivatives thereof.

Claim 55 (original): Compound of Claim 1 and pharmaceutically acceptable derivatives thereof selected from

N-[3-(Isopropyl)phenyl]{2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide;

N-(3-Isoquinolyl){2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide;

N-[4-Isopropylphenyl]{2-[(2-(3-pyridyl)ethyl)amino](3-pyridyl)}carboxamide;

N-[4-(tert-Butyl)phenyl]{2-[(2-(3-pyridyl)ethyl)amino](3-pyridyl)}carboxamide;

N-[4-(Methylpropyl)phenyl]{2-[(2-(3-pyridyl)ethyl)amino](3-pyridyl)}carboxamide;

{2-[(2-(3-Pyridyl)ethyl)amino](3-pyridyl)}-N-[3-(trifluoromethyl)phenyl]carboxamide;

{2-[(4-Pyridylmethyl)amino](3-pyridyl)}-N-{4-[2,2,2-trifluoro-1-hydroxy-1-(trifluoromethyl)ethyl]phenyl}carboxamide;

N-[5-(tert-Butyl)isoxazol-3-yl]{2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide;

N-[5-(tert-Butyl)-1-methylpyrazol-3-yl]{2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide;

N-[4-(tert-Butyl)(1,3-thiazol-2-yl)]{2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide;

N-[5-(tert-Butyl)(1,3,4-thiadiazol-2-yl)]{2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide;

N-[4-(4-Hydroxybutyl)phenyl]{2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide;

N-[2-(4-Chlorophenyl)ethyl]-2-[(pyridin-4-ylmethyl)amino] (3-pyridyl)}carboxamide;

5-Bromo-*N*-[2-(4-chlorophenyl)ethyl]-2-[(pyridin-4-ylmethyl)amino](3-pyridyl)carboxamide;

N-[2-(4-Phenoxyphenyl)ethyl]-2-[(pyridin-4-ylmethyl)amino](3-pyridyl)carboxamide;

N-[2-(4-Methoxyphenyl)ethyl]-2-[(pyridin-4-ylmethyl)amino] (3-pyridyl)carboxamide;

N-[2-(3,4-Dimethoxyphenyl)ethyl]-2-[(pyridin-4-ylmethyl)amino] (3-pyridyl)carboxamide;

N-[2-(4-Hydroxy-3-ethoxyphenyl)ethyl]-2-[(pyridin-4-ylmethyl)amino] (3-pyridyl)carboxamide;

N-[2-(4-Fluorophenyl)ethyl]-2-[(pyridin-4-ylmethyl)amino] (3-pyridyl)carboxamide;

N-[2-(4-(*tert*-Butyl)phenyl)ethyl]-2-[(pyridin-4-ylmethyl)amino] (3-pyridyl)carboxamide;

N-[2-(3-Fluorophenyl)ethyl]-2-[(pyridin-4-ylmethyl)amino] (3-pyridyl)carboxamide;

N-[2-(3-Chlorophenyl)ethyl]-2-[(pyridin-4-ylmethyl)amino] (3-pyridyl)carboxamide;

N-[2-(3-(Trifluoromethyl)phenyl)ethyl]-2-[(pyridin-4-ylmethyl)amino] (3-pyridyl)carboxamide;

N-[2-(3-Ethoxyphenyl)ethyl]-2-[(pyridin-4-ylmethyl)amino] (3-pyridyl)carboxamide;

N-[2-(3,4-Dimethylphenyl)ethyl]-2-[(pyridin-4-ylmethyl)amino] (3-pyridyl)carboxamide;

N-[2-(1,3-Benzodioxol-5-yl)ethyl]-2-[(pyridin-4-ylmethyl)amino] (3-pyridyl)carboxamide;

N-[2-(4-Methylphenyl)ethyl]-2-[(pyridin-4-ylmethyl)amino] (3-pyridyl)carboxamide;

N-[2-(4-Hydroxyphenyl)ethyl]-2-[(pyridin-4-ylmethyl)amino] (3-pyridyl)carboxamide;

N-[2-(3,4-Dimethoxyphenyl)ethyl]-2-[(pyridin-4-ylmethyl)amino] (3-pyridyl)carboxamide;

N-[2-(4-Bromophenyl)ethyl]-2-[(pyridin-4-ylmethyl)amino] (3-pyridyl)}carboxamide;

N-[2-(3,4-Dichlorophenyl)ethyl]-2-[(pyridin-4-ylmethyl)amino] (3-pyridyl)carboxamide;

N-[2-(4-(Fluorosulfonyl)phenyl)ethyl]-2-[(pyridin-4-ylmethyl)amino] (3-pyridyl)carboxamide;

N-[2-(3,5-(Dimethoxy)phenyl)ethyl]-2-[(pyridin-4-ylmethyl)amino] (3-pyridyl)carboxamide;

N-[2-(2,4-Dichlorophenyl)ethyl]-2-[(pyridin-4-ylmethyl)amino] (3-pyridyl)carboxamide;

N-[2-(2-Fluorophenyl)ethyl]-2-[(pyridin-4-ylmethyl)amino] (3-pyridyl)carboxamide;

N-[2-(2-Chlorophenyl)ethyl]-2-[(pyridin-4-ylmethyl)amino] (3-pyridyl)carboxamide;

N-[2-(4-(Aminosulphonyl)phenyl)ethyl]-2-[(pyridin-4-ylmethyl)amino] (3-pyridyl)carboxamide;

N-[2-(2-Thienyl)ethyl]-2-[(pyridin-4-ylmethyl)amino] (3-pyridyl)carboxamide;

N-[2-(Pyridin-2-yl)ethyl]-2-[(pyridin-4-ylmethyl)amino] (3-pyridyl)}carboxamide;

N-[2-(Pyridin-3-yl)ethyl]-2-[(pyridin-4-ylmethyl)amino] (3-pyridyl)carboxamide;

N-[2-(Pyridin-4-yl)ethyl]-2-[(pyridin-4-ylmethyl)amino] (3-pyridyl)carboxamide;

N-(4-Phenylbutyl)-2-[(pyridin-4-ylmethyl)amino] (3-pyridyl)carboxamide;

N-(2-Hydroxy-3-phenoxypropyl)-2-[(pyridin-4-ylmethyl)amino] (3-pyridyl)carboxamide;

{6-Chloro-5-fluoro-2-[(4-pyridylmethyl)amino](3-pyridyl)}-N-[4-(isopropyl)phenyl]carboxamide;

{5-Fluoro-2-[(4-pyridylmethyl)amino](3-pyridyl)}-N-[4-(isopropyl)phenyl]carboxamide;

2-[(Pyridin-4-ylmethyl)amino]-*N*-[4-*tert*-butyl-3-(1,2,3,6-tetrahydropyridin-4-yl)phenyl](3-pyridyl)carboxamide;

N-(3,4-Dichlorophenyl){6-[(2-morpholin-4-ylethyl)amino]-2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide;

N-[4-(Morpholin-4-ylmethyl)phenyl]{2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide;

N-(4-{2-[(tert-Butoxy)carbonylamino]ethyl}phenyl){2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide;

N-[4-(2-Aminoethyl)phenyl]{2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide;

N-[4-(tert-Butyl)-3-nitrophenyl]{2-[(2-pyridylmethyl)amino](3-pyridyl)}carboxamide;

N-[3-Amino-4-(tert-butyl)phenyl]{2-[(2-pyridylmethyl)amino](3-pyridyl)}carboxamide;

N-[4-(Isopropyl)phenyl]{2-[(2-pyridylmethyl)amino](3-pyridyl)}carboxamide;

N-(3-Aminosulfonyl-4-chlorophenyl){2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide;

N-{3-[(4-Methylpiperazinyl)sulfonyl]phenyl}{2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide;

N-[4-(1,1,2,2,2-Pentafluoroethyl)phenyl]{2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide;

N-[4-(1,1,2,2,3,3,4,4,4-Nonafluorobutyl)phenyl]{2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide;

N-[4-(Isopropyl)phenyl]{2-[(2-(1,2,4-triazolyl)ethyl)amino](3-pyridyl)}carboxamide;

(2-{[2-(2-Pyridylamino)ethyl]amino}(3-pyridyl))-N-[3-(trifluoromethyl)phenyl]carboxamide;

{2-[(1-(2-Pyridyl)pyrrolidin-3-yl)amino](3-pyridyl)}-N-[3-(trifluoromethyl)phenyl]carboxamide;

2-[(Pyridin-4-ylmethyl)-amino]-N-(3-trifluoromethyl-phenyl)-nicotinamide

{2-[(4-Pyridylmethyl)amino](3-pyridyl)}-N-(8-quinolyl)carboxamide hydrochloride;

N-[4-(4-Chlorophenoxy)phenyl]{2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide hydrochloride;

{2-[(4-Pyridylmethyl)amino](3-pyridyl)}-N-(2,3,4-trifluorophenyl)carboxamide hydrochloride;

N-(2-Naphthyl){2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide hydrochloride;

N-(2-Phenoxyphenyl){2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide hydrochloride;

{2-[(4-Pyridylmethyl)amino](3-pyridyl)}-N-(5,6,7,8-tetrahydronaphthyl)carboxamide hydrochloride;

N-(2H-Benzo[3,4-d]1,3-dioxolen-5-yl){2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide hydrochloride;

N-Naphthyl{2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide hydrochloride;

N-[3-Benzylphenyl]{2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide hydrochloride;

N-(Cyclohexylethyl){2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide hydrochloride;

N-(Cyclohexylethyl){2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide hydrochloride;

N-Indan-2-yl{2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide hydrochloride;

N-[4-(tert-Butyl)phenyl]{2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide;

N-[4-(Methylpropyl)phenyl]{2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide;

Methylphenyl){2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide;

{2-[(4-Pyridylmethyl)amino](3-pyridyl)}-N-[4-trifluoromethoxy)phenyl]carboxamide;

N-(4-Ethylphenyl){2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide;

N-(4-Butylphenyl){2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide;

N-(4-Iodophenyl){2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide;

N-[3-(Hydroxyethyl)phenyl]{2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide;

N-(3-Ethylphenyl){2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide;

Ethyl 2-methyl-5-[3-({2-[(4-pyridylmethyl)amino](3-pyridyl)}carbonylamino)phenyl]furan-3-carboxylate;

N-(3-Phenylphenyl){2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide;

N-[4-Benzylphenyl]{2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide;

N-(6-Ethyl(2-pyridyl)){2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide;

N-(6-Propyl(2-pyridyl)){2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide;

N-[4-(tert-Butyl)(2-pyridyl)]{2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide;

N-(3-Hydroxyphenyl){2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide;

N-[4-(Methylethyl)(2-pyridyl)]{2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide;

N-[3,5-bis(Trifluoromethyl)phenyl]{2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide hydrochloride;

N-[4-Chloro-3-(trifluoromethyl)phenyl]{2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide hydrochloride;

N-(3-Chlorophenyl){2-[(2-(4-pyridyl)ethyl)amino](3-pyridyl)}carboxamide hydrochloride;

N-(4-Phenoxyphenyl){2-[(2-(2-pyridyl)ethyl)amino](3-pyridyl)}carboxamide;

2-[(Benzo[b]thiophen-3-ylmethyl)amino](3-pyridyl)}-N-(4-phenoxyphenyl)carboxamide;

N-(4-Phenoxyphenyl){2-[(2-(3-pyridyl)ethyl)amino](3-pyridyl)}carboxamide;

N-[4-(Methylsulfonyl)phenyl]{2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide;

N-(1-Acetylindolin-6-yl){2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide;

N-Indolin-6-yl{2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide;

N-Indol-6-yl{2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide;

N-Indol-5-yl{2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide;

N-Indol-7-yl{2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide;

N-[3-(tert-Butyl)pyrazol-5-yl]{2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide;

N-(3-Phenylpyrazol-5-yl){2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide;

N-{2-[2-(dimethylamino)ethoxy]-5-(tert-butyl)phenyl}{2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide;

N-[4-(tert-Butyl)-3-(4-methylpiperazinyl)phenyl]{2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide;

N-[3-(4-Methylpiperazinyl)phenyl]{2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide;

N-[4-(4-Methylpiperazinyl)phenyl]{2-[(4-pyridylmethyl)amino](3-pyridyl)}formamide;

N-[1-(1-Methyl-(4-piperidyl))indolin-6-yl]{2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide;

N-[1-(1-Methyl-(4-piperidyl))indolin-6-yl]{2-[(2-(3-pyridyl)ethyl)amino](3-pyridyl)}carboxamide;

N-[1-(2-Piperidylethyl)indolin-6-yl]{2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide;

N-[1-(2-Piperidylacetyl)indolin-6-yl]{2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide;

N-[3,3-Dimethyl-1-(1-methyl(4-piperidyl))indolin-6-yl]{2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide;

N-(3,3-Dimethylindolin-6-yl){2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide;

N-[3-(1-Methyl-(4-piperidyl))indol-5-yl]{2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide;

N-[4-(1,1-Dimethyl-3-morpholin-4-ylpropyl)phenyl]{2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide;

N-[4-(tert-Butyl)phenyl]{2-[({2-[(1-methyl(4-piperidyl))-methoxy](4-pyridyl)}methyl)amino](3-pyridyl)}carboxamide;

N-(4-Bromo-2-fluorophenyl){2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide;

N-[4-(tert-Butyl)phenyl](2-{[(2-chloro(4-pyridyl))methyl]amino}(3-pyridyl))carboxamide;

{2-[({2-[3-(Dimethylamino)prop-1-ynyl](4-pyridyl)}methyl)amino](3-pyridyl)}-N-[4-(tert-butyl)phenyl]carboxamide;

(2-{[(2-Methoxy(4-pyridyl))methyl]amino}(3-pyridyl))-N-[4-(methylethyl)phenyl]carboxamide;

N-{3-[3-(Dimethylamino)propyl]-5-(trifluoromethyl)phenyl}-{2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide;

N-[4-(tert-Butyl)-3-(3-piperidylpropyl)phenyl]{2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide;

N-[4-(tert-Butyl)-3-(3-pyrrolidinylpropyl)phenyl]{2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide;

N-[3-((1E)-4-Pyrrolidinylbut-1-enyl)-4-(tert-butyl)phenyl]{2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide;

N-[4-(tert-Butyl)-3-(3-morpholin-4-ylpropyl)phenyl]{2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide;

N-[1-(2-Morpholin-4-ylethyl)indol-6-yl]{2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide;

N-[4-(tert-Butyl)phenyl]{2-[(pyrimidin-4-ylmethyl)amino](3-pyridyl)}carboxamide;

N-(4-Chlorophenyl){2-[(pyrimidin-4-ylmethyl)amino](3-pyridyl)}carboxamide;

{2-[(Pyrimidin-4-ylmethyl)amino](3-pyridyl)}-N-[3-(trifluoromethyl)phenyl]carboxamide;

N-[4-(Isopropyl)phenyl]{4-[(4-pyridylmethyl)amino]pyrimidin-5-yl}carboxamide;

(2-{[(2-{2-[2-(Dimethylamino)ethoxy]ethoxy}(4-pyridyl))methyl]amino}(3-pyridyl))-N-[4-(tert-butyl)phenyl]carboxamide;

{2-[(4-Pyridylmethyl)amino](3-pyridyl)}-N-{4-[2,2,2-trifluoro-1-(2-piperidylethoxy)-1-(trifluoromethyl)ethyl]phenyl}carboxamide;

(2-{[(2-{2-[2-(Dimethylamino)ethoxy]ethoxy}(4-pyridyl))methyl]amino}-6-fluoro(3-pyridyl))-N-[3-(trifluoromethyl)phenyl]carboxamide;

N-[4-(*tert*-Butyl)phenyl]{6-fluoro-2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide;

{6-Fluoro-2-[(4-pyridylmethyl)amino](3-pyridyl)}-N-[4-(isopropyl)phenyl]carboxamide;

{6-Fluoro-2-[(4-pyridylmethyl)amino](3-pyridyl)}-N-[3-(trifluoromethyl)phenyl]carboxamide;

N-(1-Bromo(3-isoquinolyl)){6-fluoro-2-[(4-pyridylmethyl)amino](3-pyridyl)}-carboxamide;

N-(4-Phenoxyphenyl){2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide hydrochloride;

N-(4-Phenylphenyl){2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide hydrochloride;

N-(3-Phenoxyphenyl){2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide hydrochloride;

N-(4-Cyclohexylphenyl){2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide hydrochloride;

N-(4-Imidazol-1-ylphenyl){2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide;

N-(4-Morpholin-4-ylphenyl){2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide hydrochloride;

N-(4-Cyanonaphthyl){2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide hydrochloride;

{2-[(4-Pyridylmethyl)amino](3-pyridyl)}-N-[4-(trifluoromethyl)phenyl]carboxamide hydrochloride;

Methyl-4-({2-[(4-pyridylmethyl)amino]-3-pyridyl}carbonylamino)benzoate hydrochloride;

N-[4-(Isopropyl)phenyl]{2-[(4-quinolylmethyl)amino](3-pyridyl)}carboxamide;

N-[4-(tert-Butyl)phenyl]{2-[(6-quinolylmethyl)amino](3-pyridyl)}carboxamide;

{2-[(6-quinolylmethyl)amino](3-pyridyl)}-N-[3-(trifluoromethyl)phenyl]carboxamide;

N-(4-chlorophenyl)-3-[(4-pyridinylmethylene)amino]-4-pyridinecarboxamide;

N-(4-chlorophenyl){3-[(4-pyridylmethyl)amino](2-thienyl)}carboxamide;

N-phenyl{3-[(4-pyridylmethyl)amino](2-thienyl)}carboxamide;

N-(4-chlorophenyl){2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide;

N-(3,4-dichlorophenyl){2-[(4-pyridylmethyl)amino](3-pyridyl)}-carboxamide;

N-(3-chlorophenyl){2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide;

N-(4-chlorophenyl){3-[(4-pyridylmethyl)amino](2-pyridyl)}carboxamide;

N-(4-chlorophenyl){3-[(6-quinolylmethyl)amino](2-pyridyl)}carboxamide;

N-(3,4-dichlorophenyl){2-[(6-quinolylmethyl)amino](3-pyridyl)}-carboxamide;

N-(4-chlorophenyl){6-methyl-2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide;

N-(3,4-dichlorophenyl){6-methyl-2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide;

N-(3-fluoro-4-methylphenyl){6-methyl-2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide;

N-(3,4-dichlorophenyl){6-chloro-2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide;

N-(4-chlorophenyl){6-chloro-2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide;

{6-chloro-2-[(4-pyridylmethyl)amino](3-pyridyl)}-N-(3-fluorophenyl)carboxamide;

N-(3-chlorophenyl){6-chloro-2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide;

N-(4-chlorophenyl){3-[(4-pyridylmethyl)amino](4-pyridyl)}carboxamide;

N-(3-fluoro-4-methylphenyl){2-[(4-pyridylmethyl)amino](3-pyridyl)}carboxamide;

N-(4-chlorophenyl){2-[(4-quinolylmethyl)amino](3-pyridyl)}carboxamide;

N-(4-chlorophenyl){2-[(5-quinolylmethyl)amino](3-pyridyl)}carboxamide;

N-(4-chlorophenyl){2-[(4-pyridylethyl)amino]-5-(3-thienyl)-(3-pyridyl)}carboxamide;

N-(4-chlorophenyl){5-(4-methoxyphenyl)-2-[(4-pyridylmethyl)amino]-(3-pyridyl)}carboxamide;

N-(4-chlorophenyl){5-bromo-2-[(4-pyridylmethyl)amino]-(3-pyridyl)}carboxamide;

2-{[2-(1-Isopropyl-azetidin-3-ylmethoxy)-pyridin-4-ylmethyl]-amino}-N-(4-trifluoromethyl-phenyl)-nicotinamide;

N-(4-tert-Butyl-phenyl)-2-{[2-(1-isopropyl-azetidin-3-ylmethoxy)-pyridin-4-ylmethyl]-amino}-nicotinamide;

2-[(2,3-Dihydro-benzofuran-5-ylmethyl)-amino]-N-{4-[1-methyl-1-(1-methyl-piperidin-4-yl)-ethyl]-phenyl}-nicotinamide;

N-(1-Acetyl-3,3-dimethyl-2,3-dihydro-1H-indol-6-yl)-2-[(2,3-dihydro-benzofuran-5-ylmethyl)-amino]-nicotinamide;

2-[(2,3-Dihydro-benzofuran-5-ylmethyl)-amino]-N-[3,3-dimethyl-1-(1-Boc-piperidin-4-ylmethyl)-2,3-dihydro-1H-indol-6-yl]-nicotinamide;

2-[(2,3-Dihydro-benzofuran-5-ylmethyl)-amino]-N-[3,3-dimethyl-1-(1-methylpiperidin-4-ylmethyl)-2,3-dihydro-1H-indol-6-yl]-nicotinamide;

N-(1-Acetyl-3,3-dimethyl-2,3-dihydro-1H-indol-6-yl)-2-({2-[2-(1-methyl-piperidin-4-yl)-ethoxy]-pyridin-4-ylmethyl}-amino)-nicotinamide;

2-({2-[2-(1-Methyl-piperidin-4-yl)-ethoxy]-pyridin-4-ylmethyl}-amino)-N-(3-trifluoromethyl-phenyl)-nicotinamide;

N-(4-tert-Butyl-phenyl)-2-{[2-ethylpyridin-4-ylmethyl]-amino}-nicotinamide;

N-(4-tert-Butyl-phenyl)-2-({2-[2-(1-methyl-pyrrolidin-2-yl)-ethoxy]-pyridin-4-ylmethyl}-amino)-nicotinamide;

2-({2-[2-(1-Methyl-pyrrolidin-2-yl)-ethoxy]-pyridin-4-ylmethyl}-amino)-N-(4-pentafluoroethyl-phenyl)-nicotinamide;

N-(4-Pentafluoroethyl-phenyl)-2-{[2-(2-pyrrolidin-1-yl-ethoxy)-pyridin-4-ylmethyl]-amino}-nicotinamide;

N-(4-tert-Butyl-phenyl)-2-{[2-(2-pyrrolidin-1-yl-ethoxy)-pyridin-4-ylmethyl]-amino}-nicotinamide;

N-[3-(4-Boc-piperazin-1-ylmethyl)-5-trifluoromethyl-phenyl]-2-[(pyridin-4-ylmethyl)-amino]-nicotinamide;

N-[3-(4-Boc-piperazine-1-carbonyl)-5-trifluoromethyl-phenyl]-2-[(pyridin-4-ylmethyl)-amino]-nicotinamide;

N-[3-(4-Boc-piperazine-1-carbonyl)-5-trifluoromethyl-phenyl]-2-(2-pyridin-4-yl-ethylamino)-nicotinamide;

N-[3-(4-Methyl-piperazin-1-ylmethyl)-4-pentafluoroethyl-phenyl]-2-[(pyridin-4-ylmethyl)-amino]-nicotinamide;

N-[3-(4-Boc-piperazin-1-ylmethyl)-4-pentafluoroethyl-phenyl]-2-[(pyridin-4-ylmethyl)-amino]-nicotinamide;

2-{[2-(1-Methyl-piperidin-4-ylmethoxy)-pyridin-4-ylmethyl]-amino}-N-(4-trifluoromethyl-phenyl)-nicotinamide;

N-(4-tert-Butyl-phenyl)-2-{[2-(1-methyl-piperidin-4-ylmethoxy)-pyridin-4-ylmethyl]-amino}-nicotinamide;

2-({2-[3-(1-Methyl-piperidin-4-yl)-propoxy]-pyridin-4-ylmethyl}-amino)-N-(4-pentafluoroethyl-phenyl)-nicotinamide;

N-(1-Acetyl-3,3-dimethyl-2,3-dihydro-1H-indol-6-yl)-2-[(2-methoxy-pyridin-4-ylmethyl)-amino]-nicotinamide;

N-[3,3-Dimethyl-1-(1-methyl-piperidin-4-yl)-2,3-dihydro-1H-indol-6-yl]-2-[(2-methoxy-pyridin-4-ylmethyl)-amino]-nicotinamide;

N-(1-Boc-3,3-dimethyl-2,3-dihydro-1H-indol-6-yl)-2-[(2-methoxy-pyridin-4-ylmethyl)-amino]-nicotinamide;

N-[3,3-Dimethyl-1-(1-Boc-piperidin-4-ylmethyl)-2,3-dihydro-1H-indol-6-yl]-2-[(2-methoxy-pyridin-4-ylmethyl)-amino]-nicotinamide;

N-[3,3-Dimethyl-1-(1-methyl-piperidin-4-yl)-2,3-dihydro-1H-indol-6-yl]-2-[(2-methoxy-pyridin-4-ylmethyl)-amino]-nicotinamide;

N-[1-(2-Dimethylamino-acetyl)-3,3-dimethyl-2,3-dihydro-1H-indol-6-yl]-2-[(2-methoxy-pyridin-4-ylmethyl)-amino]-nicotinamide;

N-[1-(2-Dimethylamino-acetyl)-3,3-dimethyl-2,3-dihydro-1H-indol-6-yl]-2-[(pyridin-4-ylmethyl)-amino]-nicotinamide;

2-[(2-Methoxy-pyridin-4-ylmethyl)-amino]-N-[3-(1-Boc-piperidin-4-ylmethoxy)-5-trifluoromethyl-phenyl]-nicotinamide;

N-[3,3-Dimethyl-1-(1-Boc-pyrrolidin-2-ylmethoxy)-2,3-dihydro-1H-indol-6-yl]-2-[(2-methoxy-pyridin-4-ylmethyl)-amino]-nicotinamide;

N-[3,3-Dimethyl-1-(2-Boc-amino-acetyl)-2,3-dihydro-1H-indol-6-yl]-2-[(2-methoxy-pyridin-4-ylmethyl)-amino]-nicotinamide;

N-[3,3-Dimethyl-1-(2-Boc-amino-acetyl)-2,3-dihydro-1H-indol-6-yl]-2-[(pyridin-4-ylmethyl)-amino]-nicotinamide;

2-[(2-Methoxy-pyridin-4-ylmethyl)-amino]-N-[3-(1-methyl-pyrrolidin-2-ylmethoxy)-5-trifluoromethyl-phenyl]-nicotinamide;

2-[(2-Methoxy-pyridin-4-ylmethyl)-amino]-N-[3-(1-Boc-piperidin-4-ylmethyl)-5-trifluoromethyl-phenyl]-nicotinamide;

2-[(2-Methoxy-pyridin-4-ylmethyl)-amino]-N-[3-(4-Boc-piperazin-1-ylmethyl)-5-trifluoromethyl-phenyl]-nicotinamide;

2-{[2-(3-Morpholin-4-yl-propoxy)-pyridin-4-ylmethyl]-amino}-N-(4-pentafluoroethyl-phenyl)-nicotinamide;

(S) 2-{[2-(1-Methyl-pyrrolidin-2-ylmethoxy)-pyridin-4-ylmethyl]-amino}-N-(4-pentafluoroethyl-phenyl)-nicotinamide;

N-(3-tert-Butyl-isoxazol-5-yl)-2-{[2-(3-morpholin-4-yl-propoxy)-pyridin-4-ylmethyl]-amino}-nicotinamide;

N-(1-Acetyl-3,3-dimethyl-2,3-dihydro-1H-indol-6-yl)-2-{[2-(3-morpholin-4-yl-propylamino)-pyridin-4-ylmethyl]-amino}-nicotinamide;

N-(4-tert-Butyl-phenyl)-2-{[2-(3-morpholin-4-yl-propoxy)-pyridin-4-ylmethyl]-amino}-nicotinamide;

N-(4-tert-Butyl-phenyl)-2-{[2-(2-morpholin-4-yl-ethoxy)-pyridin-4-ylmethyl]-amino}-nicotinamide;

2-{[2-(2-Morpholin-4-yl-ethoxy)-pyridin-4-ylmethyl]-amino}-N-(4-trifluoromethyl-phenyl)-nicotinamide;

2-{[2-(2-Morpholin-4-yl-ethoxy)-pyridin-4-ylmethyl]-amino}-N-(3-trifluoromethyl-phenyl)-nicotinamide;

2-{[2-(2-Morpholin-4-yl-ethoxy)-pyridin-4-ylmethyl]-amino}-N-(4-pentafluoroethyl-phenyl)-nicotinamide;

N-(3-tert-Butyl-isoxazol-5-yl)-2-{[2-(2-morpholin-4-yl-ethoxy)-pyridin-4-ylmethyl]-amino}-nicotinamide;

N-(1-Acetyl-3,3-dimethyl-2,3-dihydro-1H-indol-6-yl)-2-{[2-(2-morpholin-4-yl-ethoxy)-pyridin-4-ylmethyl]-amino}-nicotinamide;

N-(1-Acetyl-3,3-dimethyl-2,3-dihydro-1H-indol-6-yl)-2-{[2-(1-methyl-piperidin-4-yloxy)-pyridin-4-ylmethyl]-amino}-nicotinamide;

2-{[2-(1-Methyl-piperidin-4-yloxy)-pyridin-4-ylmethyl]-amino}-N-(4-trifluoromethyl-phenyl)-nicotinamide;

2-{[2-(1-Methyl-piperidin-4-yloxy)-pyridin-4-ylmethyl]-amino}-N-(4-pentafluoroethyl-phenyl)-nicotinamide;

2-{[2-(1-Methyl-piperidin-4-yloxy)-pyridin-4-ylmethyl]-amino}-N-(4-tert-butyl-phenyl)-nicotinamide;

(R) N-(4-tert-Butyl-phenyl)-2-{[2-(1-methyl-pyrrolidin-2-ylmethoxy)-pyridin-4-ylmethyl]-amino}-nicotinamide;

(R) N-[3-(1-Boc-pyrrolidin-2-ylmethoxy)-5-trifluoromethyl-phenyl]-2-[(pyridin-4-ylmethyl)-amino]-nicotinamide;

(R) N-[3-(1-Methyl-pyrrolidin-2-ylmethoxy)-5-trifluoromethyl-phenyl]-2-[(pyridin-4-ylmethyl)-amino]-nicotinamide;

N-[3-(1-Methyl-piperidin-4-yloxy)-5-trifluoromethyl-phenyl]-2-[(pyridin-4-ylmethyl)-amino]-nicotinamide;

N-[3-(1-Methyl-piperidin-4-ylmethyl)-5-trifluoromethyl-phenyl]-2-[(pyridin-4-ylmethyl)-amino]-nicotinamide;

N-[3-tert-Butyl-4-(1-Boc-pyrrolidin-2-ylmethoxy)-phenyl]-2-[(pyridin-4-ylmethyl)-amino]-nicotinamide;

N-(3,3-Dimethyl-2,3-dihydro-benzofuran-6-yl)-2-{[2-(1-methyl-piperidin-4-ylmethoxy)-pyridin-4-ylmethyl]-amino}-nicotinamide;

2-({2-[3-(1-Methyl-piperidin-4-yl)-propoxy]-pyridin-4-ylmethyl}-amino)-N-(4-trifluoromethyl-phenyl)-nicotinamide;

2-({2-[3-(1-Methyl-piperidin-4-yl)-propoxy]-pyridin-4-ylmethyl}-amino)-N-(3-trifluoromethyl-phenyl)-nicotinamide;

2-({2-[3-(1-Methyl-piperidin-4-yl)-propoxy]-pyridin-4-ylmethyl}-amino)-N-(4-tert-butyl-phenyl)-nicotinamide;

2-({2-[3-(1-Methyl-piperidin-4-yl)-propoxy]-pyridin-4-ylmethyl}-amino)-N-(3-tert-butyl-isoxazol-5-yl)-nicotinamide;

N-(3,3-Dimethyl-2,3-dihydro-1H-indol-6-yl)-2-({2-[3-(1-methyl-piperidin-4-yl)-propoxy]-pyridin-4-ylmethyl}-amino)-nicotinamide;

2-[(Pyridin-4-ylmethyl)-amino]-N-(3,9,9-trimethyl-2,3,4,4a,9,9a-hexahydro-1H-3-aza-fluoren-6-yl)-nicotinamide;

N-[3,3-Dimethyl-1-(1-Boc-piperidin-4-ylmethyl)-2,3-dihydro-1H-indol-6-yl]-2-[(pyridin-4-ylmethyl)-amino]-nicotinamide;

N-[3,3-Dimethyl-1-(1-methyl-piperidin-4-ylmethyl)-2,3-dihydro-1H-indol-6-yl]-2-[(pyridin-4-ylmethyl)-amino]-nicotinamide;

2-{[2-(1-Methyl-piperidin-4-ylmethoxy)-pyridin-4-ylmethyl]-amino}-N-(4-pentafluoroethyl-phenyl)-nicotinamide;

N-(3-tert-Butyl-isoxazol-5-yl)-2-{[2-(1-methyl-piperidin-4-ylmethoxy)-pyridin-4-ylmethyl]-amino}-nicotinamide;

N-(1-Acetyl-3,3-dimethyl-2,3-dihydro-1H-indol-6-yl)-2-{[2-(1-methyl-piperidin-4-ylmethoxy)-pyridin-4-ylmethyl]-amino}-nicotinamide;

N-(4-tert-Butyl-phenyl)-2-{[2-(3-morpholin-4-yl-propylamino)-pyrimidin-4-ylmethyl]-amino}-nicotinamide;

2-{[2-(3-Morpholin-4-yl-propylamino)-pyrimidin-4-ylmethyl]-amino}-N-(4-pentafluoroethyl-phenyl)-nicotinamide;

2-{[2-(3-Morpholin-4-yl-propylamino)-pyrimidin-4-ylmethyl]-amino}-N-(3-trifluoromethyl-phenyl)-nicotinamide;

N-(4-tert-Butyl-phenyl)-2-({2-[2-(1-methyl-pyrrolidin-2-yl)-ethylamino]-pyrimidin-4-ylmethyl}-amino)-nicotinamide;

N-(1-Acetyl-3,3-dimethyl-2,3-dihydro-1H-indol-6-yl)-2-({2-[2-(1-methyl-pyrrolidin-2-yl)-ethylamino]-pyrimidin-4-ylmethyl}-amino)-nicotinamide;

2-{[2-(1-Methyl-piperidin-4-ylmethoxy)-pyridin-4-ylmethyl]-amino}-N-[3-(1-methyl-piperidin-4-yl)-5-trifluoromethyl-phenyl]-nicotinamide;

N-(3-tert-Butyl-isoxazol-5-yl)-2-{[2-(1-methyl-piperidin-4-ylmethoxy)-pyridin-4-ylmethyl]-amino}-nicotinamide;

N-[3-(1-Boc-azetidin-3-ylmethoxy)-5-trifluoromethyl-phenyl]-2-[(pyridin-4-ylmethyl)-amino]-nicotinamide;

2-[(2-Methoxy-pyridin-4-ylmethyl)-amino]-N-[3-(1-Boc-azetidin-3-ylmethoxy)-5-trifluoromethyl-phenyl]-nicotinamide;

2-[(Pyridin-4-ylmethyl)-amino]-N-(2,2,4-trimethyl-3,4-dihydro-2H-benzo[1,4]oxazin-6-yl)-nicotinamide;

N-(4-Acetyl-2,2-dimethyl-3,4-dihydro-2H-benzo[1,4]oxazin-6-yl)-2-[(pyridin-4-ylmethyl)-amino]-nicotinamide;

N-(2,2-Dimethyl-3-oxo-3,4-dihydro-2H-benzo[1,4]oxazin-6-yl)-2-[(pyridin-4-ylmethyl)-amino]-nicotinamide;

2-{[2-(1-Benzhydryl-azetidin-3-yloxy)-pyridin-4-ylmethyl]-amino}-N-(4-tert-butyl-phenyl)-nicotinamide.

N-(4,4-Dimethyl-1-oxo-1,2,3,4-tetrahydro-isoquinolin-7-yl)-2-[(pyridin-4-ylmethyl)-amino]-nicotinamide;

N-(4-tert-Butyl-phenyl)-2-({2-[2-(1-methyl-piperidin-4-yl)-ethoxy]-pyridin-4-ylmethyl}-amino)-nicotinamide;

N-(3-tert-Butyl-isoxazol-5-yl)-2-({2-[2-(1-methyl-piperidin-4-yl)-ethoxy]-pyridin-4-ylmethyl}-amino)-nicotinamide;

N-(3-trifluoromethylphenyl)-2-({2-[2-(1-methyl-piperidin-4-yl)-ethoxy]-pyridin-4-ylmethyl}-amino)-nicotinamide;

2-[(2,3-Dihydro-benzofuran-6-ylmethyl)-amino]-N-[3-(1-Boc-pyrrolidin-2-ylmethoxy)-4-pentafluoroethyl-phenyl]-nicotinamide;

(R) N-[3-(2-Hydroxy-3-pyrrolidin-1-yl-propoxy)-4-pentafluoroethyl-phenyl]-2-[(pyridin-4-ylmethyl)-amino]-nicotinamide;

(S) N-[3-(2-Hydroxy-3-pyrrolidin-1-yl-propoxy)-4-pentafluoroethyl-phenyl]-2-[(pyridin-4-ylmethyl)-amino]-nicotinamide;

N-[4-tert-Butyl-3-(1-methyl-piperidin-4-ylmethoxy)-phenyl]-2-[(pyridin-4-ylmethyl)-amino]-nicotinamide;

N-[3-(1-Methyl-piperidin-4-ylmethoxy)-4-pentafluoroethyl-phenyl]-2-[(pyridin-4-ylmethyl)-amino]-nicotinamide;

N-[4-Pentafluoroethyl-3-(2-piperidin-1-yl-ethoxy)-phenyl]-2-[(pyridin-4-ylmethyl)-amino]-nicotinamide;

N-[4-Trifluoromethyl-3-(2-piperidin-1-yl-ethoxy)-phenyl]-2-[(pyridin-4-ylmethyl)-amino]-nicotinamide;

(S) N-[3-(1-Boc-pyrrolidin-2-ylmethoxy)-4-pentafluoroethyl-phenyl]-2-[(pyridin-4-ylmethyl)-amino]-nicotinamide;

(R) N-[3-(1-Boc-pyrrolidin-2-ylmethoxy)-4-trifluoromethyl-phenyl]-2-[(pyridin-4-ylmethyl)-amino]-nicotinamide;

(R) N-[3-(1-Boc-pyrrolidin-2-ylmethoxy)-4-pentafluoroethyl-phenyl]-2-[(pyridin-4-ylmethyl)-amino]-nicotinamide;

N-(4-tert-Butyl-phenyl)-2-{[2-(1-methyl-piperidin-4-yloxy)-pyridin-4-ylmethyl]-amino}-nicotinamide;N-(3-Trifluoromethyl-phenyl)-2-{[2-(1-methyl-piperidin-4-yloxy)-pyridin-4-ylmethyl]-amino}-nicotinamide;

Cu) N-(3-tert-Butyl-isoxazol-5-yl)-2-{[2-(1-methyl-piperidin-4-yloxy)-pyridin-4-ylmethyl]-amino}-nicotinamide was prepared with pyridine and TEA at 90C.

N-[3-(3-Piperidin-1-yl-propyl)-5-trifluoromethyl-phenyl]-2-[(pyridin-4-ylmethyl)-amino]-nicotinamide ;

N-[3-(3-Morpholin-4-yl-propyl)-5-trifluoromethyl-phenyl]-2-[(pyridin-4-ylmethyl)-amino]-nicotinamide;

2-[(2-Methoxy-pyridin-4-ylmethyl)-amino]-N-[3-(1-Boc-piperidin-4-yloxy)-5-trifluoromethyl-phenyl]-nicotinamide;

N-{4-tert-Butyl-3-[2-(1-Boc-piperidin-4-yl)-ethyl]-phenyl}-2-[(pyridin-4-ylmethyl)-amino]-nicotinamide ;

N-[4-tert-Butyl-3-(1-methyl-azetidin-3-ylmethoxy)-phenyl]-2-[(pyridin-4-ylmethyl)-amino]-nicotinamide;

N-(3,3-Dimethyl-1,1-dioxo-2,3-dihydro-1H-1•-benzo[d]isothiazol-6-yl)-2-[(pyridin-4-ylmethyl)-amino]-nicotinamide;

N-[1,1,4,4-Tetramethyl-1,2,3,4-tetrahydro-naphth-6-yl]-2-[(pyridin-4-ylmethyl)-amino]-nicotinamide;

N-{4-[1-Methyl-1-(1-methyl-piperidin-4-yl)-ethyl]-phenyl}-2-[(pyridin-4-ylmethyl)-amino]-nicotinamide;

2-[(2-Methoxy-pyridin-4-ylmethyl)-amino]-N-{4-[1-methyl-1-(1-methyl-piperidin-4-yl)-ethyl]-phenyl}-nicotinamide;

N-(3,3-Dimethyl-2,3-dihydro-benzofuran-6-yl)-2-[(pyridin-4-ylmethyl)-amino]-nicotinamide;

N-(3,3-Dimethyl-2,3-dihydro-1H-indol-6-yl)-2-({2-[2-(1-methyl-piperidin-4-yl)-ethoxy]-pyridin-4-ylmethyl}-amino)-nicotinamide;

N-(2,2-Dimethyl-3,4-dihydro-2H-benzo[1,4]oxazin-6-yl)-2-[(pyridin-4-ylmethyl)-amino]-nicotinamide;

N-(4,4-Dimethyl-1,2,3,4-tetrahydro-isoquinolin-7-yl)-2-[(pyridin-4-ylmethyl)-amino]-nicotinamide;

N-(3,3-Dimethyl-2,3-dihydro-1H-indol-6-yl)-2-{[2-(1-methyl-piperidin-4-ylmethoxy)-pyridin-4-ylmethyl]-amino}-nicotinamide;

N-(3,3-Dimethyl-1-piperidin-4-yl-2,3-dihydro-1H-indol-6-yl)-2-[(pyridin-4-ylmethyl)-amino]-nicotinamide;

N-(3,3-dimethyl-2,3-dihydro-1H-indol-6-yl)-2-({2-[2-(1-methyl-pyrrolidin-2-yl)-ethylamino]-pyrimidin-4-ylmethyl}-amino)-nicotinamide;

N-(3,3-dimethyl-2,3-dihydro-1H-indol-6-yl)-2-[(2-methoxy-pyridin-4-ylmethyl)-amino]-nicotinamide;

N-[3,3-Dimethyl-1-(piperidin-4-ylmethyl)-2,3-dihydro-1H-indol-6-yl]-2-[(2-methoxy-pyridin-4-ylmethyl)-amino]-nicotinamide;

N-(3,3-Dimethyl-1-piperidin-4-yl-2,3-dihydro-1H-indol-6-yl)-2-[(2-methoxy-pyridin-4-ylmethyl)-amino]-nicotinamide;

2-[(2-Methoxy-pyridin-4-ylmethyl)-amino]-N-[3-(piperidin-4-ylmethoxy)-5-trifluoromethyl-phenyl]-nicotinamide;

N-[3,3-Dimethyl-1-(pyrrolidin-2-ylmethoxy)-2,3-dihydro-1H-indol-6-yl]-2-[(2-methoxy-pyridin-4-ylmethyl)-amino]-nicotinamide;

2-[(2-Methoxy-pyridin-4-ylmethyl)-amino]-N-[3-(piperazin-1-ylmethyl)-5-trifluoromethyl-phenyl]-nicotinamide;

N-(3,3-dimethyl-2,3-dihydro-1H-indol-6-yl)-2-{[2-(2-morpholin-4-yl-ethoxy)-pyridin-4-ylmethyl]-amino}-nicotinamide;

N-(3,3-dimethyl-2,3-dihydro-1H-indol-6-yl)-2-{[2-(1-methyl-piperidin-4-yloxy)-pyridin-4-ylmethyl]-amino}-nicotinamide;

N-(3,3-dimethyl-2,3-dihydro-1H-indol-6-yl)-2-{[2-(2-morpholin-4-yl-propoxy)-pyridin-4-ylmethyl]-amino}-nicotinamide;

N-(4-Pentafluoroethyl-phenyl)-2-[(pyrimidin-4-ylmethyl)-amino]-nicotinamide;

2-{[2-(Azetidin-3-yloxy)-pyridin-4-ylmethyl]-amino}-N-(4-tert-butyl-phenyl)nicotinamide;

N-(2,3,3-Trimethyl-1,1-dioxo-2,3-dihydro-1H-1•-benzo[d]isothiazol-6-yl)-2-[(pyridin-4-ylmethyl)-amino]-benzamide;

N-[3,3-Dimethyl-1,1-dioxo-2-(2-piperidin-1-yl-ethyl)-2,3-dihydro-1H-1•'-benzo[d]isothiazol-6-yl]-2-[(pyridin-4-ylmethyl)-amino]-nicotinamide; and

N-[2-(2-Dimethylamino-ethyl)-3,3-dimethyl-1,1-dioxo-2,3-dihydro-1H-1•'-benzo[d]isothiazol-6-yl]-2-[(pyridin-4-ylmethyl)-amino]-nicotinamide.

Claim 56 (original): Compound of Claim 1 wherein ring A is selected from dihydropyran, dihydrothienyl, dihydrofuryl, oxo-dihydrofuryl, pyrrolinyl, dihydrothiazolyl, dihydro-oxazolyl, dihydro-isothiazolyl, dihydro-isoxazolyl, imidazolinyl, pyrazolinyl, triazinyl, thienyl, furanyl, pyrrolyl, thiazolyl, oxazolyl, imidazolyl, pyrazolyl, isoxazolyl, triazolyl and isothiazolyl.

Claim 57 (original): Compound of Claim 1 wherein R is selected from substituted or unsubstituted, saturated or partially saturated 5-6 membered heterocyclyl, and substituted or unsubstituted saturated or partially saturated fused 9-, 10- or 11-membered heterocyclyl.

Claim 58 (original): Compound of Claim 1 wherein R^1 is selected from

a) substituted or unsubstituted saturated or partially saturated 5-6 membered heterocyclyl, and

b) substituted or unsubstituted saturated or partially saturated 9-11 membered fused heterocyclyl.

Claim 59 (original): Compound of Claim 58 wherein A is pyridyl.

Claim 60 (original): Compound of Claim 1 wherein R^1 is selected from non-nitrogen-containing heteroaryl.

Claim 61 (original): Compound of Claim 60 wherein R^1 is selected from pyranyl, furyl, thienyl, benzofuryl, and benzothienyl.

Claim 62 (original): Compound of Claim 1 wherein R^1 is substituted with a substituent selected from $-OR^3$, $-SR^3$, $-SO_2R^3$, $-CONHR^3$, $-COR^3$, $-NHR^3$, $-SO_2NHR^3$, $-NHC(O)OR^3$, $-NHC(O)R^3$ and optionally substituted 5-6 membered heterocyclyl-C_1.C_2-alkylenyl; and wherein R^3 is selected from 5-6 membered heterocyclyl.

Claim 63 (new): A pharmaceutical composition comprising ~~a~~ pharmaceutically-acceptable inert carrier and an effective amount of a compound from any one of Claims 43-62.

Claim 64 (new): A method of treating cancer in a subject, said method comprising administering an effective amount of a compound of Claim 43.

Claim 65 (new): A method of treating cancer in a subject, said method comprising administering an effective amount of a compound of Claim 45.

Claim 66 (new): A method of treating cancer in a subject, said method comprising administering an effective amount of a compound of Claim 47.

Claim 67 (new): A method of treating cancer in a subject, said method comprising administering an effective amount of a compound of Claim 49.

Claim 68 (new): A method of treating cancer in a subject, said method comprising administering an effective amount of a compound of Claim 51.